

**AMENDED AND RESTATED
CODE OF BY-LAWS
OF
CHINESE COMMUNITY CHURCH OF INDIANAPOLIS, INC.**

ARTICLE I

Identification

Section 1.01 Name. The name of the Corporation (the “Church”) shall be CHINESE COMMUNITY CHURCH OF INDIANAPOLIS, INC.

Section 1.02 Principal Office and Resident Agent. The Church shall have and continuously maintain a registered office, known as the “principal office”, in the State of Indiana. The Church may have offices at such other places within or without the State of Indiana as the Elders Board may from time to time determine. The Church shall also have and continuously maintain a registered agent in the State of Indiana.

ARTICLE II

Statement of Faith

Section 2.01 We believe in one God, eternally existing in three persons: Father, Son and Holy Spirit; and these three are the same in substance, equal in power and glory.

Section 2.02 We believe in the Scriptures of the Old and the New Testaments as verbally and plenary inspired by God and inerrant in the original writing, and that they are of supreme and final authority in faith and life.

Section 2.03 We believe that Jesus Christ was begotten by the Holy Spirit, born of the Virgin Mary, and is true God and true man.

Section 2.04 We believe that man was created in the image of God; that he sinned, and thereby incurred, not only physical death but also that spiritual death which is separation from God and that all human beings are born with a sinful nature, and in the case of those who reach moral responsibility, become sinners in thought, word, and deed.

Section 2.05 We believe that the Lord Jesus Christ died for our sins; according to the Scriptures, as a representative and substitutionary sacrifice; and that all who believe in Him are justified on the ground of His shed blood.

Section 2.06 We believe in the resurrection of the crucified body of our Lord, in His ascension into Heaven, and in His present life there for us, as High Priest and Advocate.

Section 2.07 We believe in the deity and personality of the Holy Spirit, who convicts the sinner, regenerates, indwells, enlightens and guides the believer.

Section 2.08 We believe that all who receive by faith the Lord Jesus Christ are born again by the Holy Spirit, and thereby become children of God.

Section 2.09 We believe on “that blessed hope” the personal and pre-millennial and imminent return of our Lord and Savior, Jesus Christ.

Section 2.10 We believe in the bodily resurrection of the just and the unjust; the everlasting blessedness of the saved, and the everlasting punishment of the lost.

ARTICLE III

Eligibility

Section 3.01 Every born-again Christian is eligible to become a Member of the Church. Qualifications for membership are listed in this Code of By-Laws of Chinese Community Church of Indianapolis (the “By-Laws”). Congregational meetings are to be conducted on a regular basis.

Section 3.02 **Member Qualification.** To qualify to become a Member of the Church, a person must:

Confess his/her faith in the Lord Jesus Christ as his/her Savior from his/her sin;

Be baptized and have the same belief in the Statement of Faith as set forth in Article II of these By-Laws;

Participate in worship services at the Church for at least six (6) consecutive months;

Attend a Church membership class or series of classes (a “Church Membership Program”); and

Be at least eighteen (18) years of age.

Section 3.03 **Membership Procedure.** To become a Member, all prospective Members shall comply with the following procedures:

Complete the application provided by the Church and attend and complete the Church Membership Program.

Be approved by the Elders during a regular Elders Board meeting by a two-thirds (2/3) vote.

Be introduced to the congregation during a Sunday service.

Be listed in the Membership roll.

Section 3.04 **Membership Rights.**

Right to Elect: With the exception of Inactive Members described below, all Members shall have the right to participate in the election of Elders, Deacons, a Lead Pastor, and Pastoral Staff.

Right to be Elected: With the exception of Inactive Members described below, all Members whose behavior and conduct are in conformity with the Christian standard and who are willing to faithfully serve the Lord, are eligible to be elected to the position of Elder or Deacon. An Elder shall conform with the requirements of Article V of these By- Laws. A Deacon shall conform with the requirements of Article VI of these By-Laws.

Right to Vote: With the exception of Inactive Members described below, all Members shall have the right to vote on various motions and proposals brought up at congregational meetings.

Section 3.05 Membership Duties.

Members shall generally have the following responsibilities:

Abide by the Constitution and By-Laws of the Church.

Participate in Sunday worship, Sunday School, Holy Communion, prayer meetings, Bible Study meetings, evangelistic meetings and other regular and special activities of the Church so as to enable believers to have fellowship in the Spirit, to edify in love and to spread the truth of the Gospel.

Assist in the facilitation of various types of ministries of the Church.

Observe the teachings of one-tenth tithe and offering; take the support of various ministries of the Church as a priority.

Section 3.06 Inactive Members. Inactive Members are those who have not attended Church services for six (6) consecutive months. An Inactive Member cannot be a candidate for office as an Elder, Deacon, or Pastoral Staff or vote in any election or upon church affairs. Inactive Members are classified either as Voluntary Inactive Members or as Involuntary Inactive Members. A Voluntary Inactive Member is one who chooses not to attend the Church of his/her own free will. Involuntary Inactive Members are those who become inactive due to job transfer, mission work, and the like. For a Voluntary Inactive Member to become active again, a six (6) month waiting period is required. During this waiting period the Inactive Member must attend Church services regularly. For Involuntary Inactive Members such waiting period is waived. Inactive Members may be reinstated to Active Membership by a two-thirds (2/3) vote at a meeting of the Elders Board.

Section 3.07 Transfer of Membership. Members in good standing shall, upon application, be granted letters of transfer issued by the Deacons Board Secretary to other evangelical churches, provided that such application be recommended by a Lead Pastor and approved by the Elders Board.

Section 3.08 Discipline. The Elders Board and Pastoral Staff shall have responsibility to uphold the beliefs of the Church, including the responsibility to address behaviors of Members that are in violation of God's Law. Such behaviors of Church Members that may warrant discussion with the Elders and Pastoral Staff and/or discipline include:

Openly speaking out against Christ's and Bible teachings;

Embezzlement of Church funds;
Using the name of the Church for personal or political gain;
Adultery;
Abuse of family members;
Slander and gossip; and
Other violations of Biblical teachings.

Members experiencing issues requiring reconciliation and discipline should review materials produced by the Peacekeeper Conference and/or Peacemaker Ministries which can be obtained from members of the Elders Board or the Deacons. The Church's procedure for addressing restoration and discipline is as follows:

Step 1. In accordance with Matthew 18, Members are encouraged to address any perceived unbiblical behavior directly with another individual.

Step 2. If the Member is unable to attain reconciliation or otherwise resolve the issue, the Member may approach one or two additional Members to help resolve the conflict or issue with the individual.

Step 3. If the conflict remains unresolved, a Lead Pastor and/or Chairperson of the Elders Board may become involved to speak with the individual or otherwise address the issue.

Step 4. If the individual does not repent, a Lead Pastor and several other Elders will talk to the individual again to provide advice to him or her.

Step 5. If the individual still does not repent, the Elders Board will send a formal warning letter to the individual.

Step 6. If the individual still does not repent, the individual is subject to expulsion from the Membership of the Church, with proper notice, with such a decision to be made by the Elders Board. A formal announcement of such expulsion may be made to the Church congregation.

ARTICLE IV

Meetings of Members

Section 4.01 Worship Services: Basic worship services include:

Sunday worship

The Holy Communion

Baptismal Service

Sunday School Education

Other additional services shall be added based on the needs of the Church.

Section 4.02 Annual Business Meetings. The Church shall have an annual congregational and business meeting on the third (3rd) Sunday in October each year, or on such other date as otherwise established by the Elders Board.

Section 4.03 Special Meetings. Special congregational and business meetings may be called by a Lead Pastor, the Chairperson of the Elders Board, the Chairperson of the Deacons Board, a majority of the Elders Board, a majority of the Deacons Board, or a majority of active Church members.

Section 4.04 Notice of Meetings. All active Members shall be advised of the agenda for all meetings and shall be notified at least fourteen (14) days in advance of all congregational meetings, annual or special. Except as otherwise provided herein, announcements must be made of the holding of any annual or special church meetings from the church pulpit at least once each week for two (2) weeks prior to the holding of said special or annual business meeting.

Section 4.05 Waiver of Notice. Notice of any meeting may be waived in writing by any Member if the waiver sets forth in reasonable detail the time and place of the meeting and the purposes thereof. Attendance at any meeting, in person or by proxy, if the proxy sets forth in reasonable detail the purposes of such meeting, shall constitute a waiver of notice thereof unless such attendance is for the purpose of objecting to the transaction of any business on grounds that the meeting was not lawfully called or convened.

Section 4.06 Voting by Proxy. A representative of a Member may exercise his vote at any meeting of the members of the Church either in person or by proxy executed by him in writing. No proxy shall be valid after eleven (11) months from the date of its execution unless a longer time is expressly provided therein.

Section 4.07 Quorum. The presence in person or by proxy of at least one-half (1/2) of the active Members of the Church shall be necessary to constitute a quorum for all purposes at any meeting of the Members of the Church, and the act of two-thirds (2/3) of such voting Members present in person or by proxy and voting at any meeting at which there is a quorum shall be the act of the full Membership except as may be otherwise specifically provided by statute or by these By-Laws. Whether or not a quorum is present, any meeting may be adjourned by a majority of the Members present in person or by proxy and voting, without notice other than by announcement at the meeting, and without further notice to any absent Member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally scheduled.

Section 4.08 Action Without a Meeting. Any action which may be taken at a meeting of the Members of the Church may be taken without a meeting if, prior to such action, written consents

thereto are signed by all the Members of the Church and such written consents are filed with the minutes of the proceedings of the Church.

Section 4.09 Compensation. No Elder or officer of the Church shall receive, directly or indirectly, any salary, compensation or emolument therefrom in his capacity as either an officer or as an Elder, provided, however, that nothing in these By-Laws shall prevent any Elder or officer from receiving any reasonable direct or indirect salary, compensation or emolument for bona fide services rendered as an employee of or contractor with the Church.

ARTICLE V

Elders Board

Section 5.01 Elders Board. The Elders Board shall be the principal spiritual and administrative overseer of the Church. The affairs of the Church shall be managed, controlled, and conducted by, and under the supervision of, the Elders Board, subject to the provisions of the Amended and Restated Articles of Incorporation (the “Articles”) and these Bylaws. The Elders Board shall serve as the Church’s Board of Directors for the purposes of Indiana law. The members of the Elders Board shall serve as the Church’s directors for the purposes of Indiana law. The Lead Pastor(s) (if any) and Elders elected by Church members constitute the Elders Board of the Church (the “Elders Board”). The primary purpose of the Elders Board shall focus on directing Church growth and the growth of the spiritual life of Church members. The Elders Board shall also monitor the general administrative activities of the Church so that the activities will not deviate from the Purpose of the Church.

Section 5.02 Qualifications. To stand for election as Elder, the individual must be a born again baptized Christian and have been baptized for at least ten (10) years, a member of the Church in good standing for two (2) years, and served the Church as Deacon for at least one term, or serve the Church as Pastoral Staff. The membership, shall also give due regard to the Scriptural standards for the Elder as set forth in 1 Timothy 3:1-7, Titus 1:5-9, and 1 Peter 5:1-3. Pursuant to 1 Timothy 2, all members of the Elders Board will be expected to be involved in discipleship within the Church, and shall be dedicated to the ministry of the Church body.

Section 5.03 Composition. The Elders Board is composed of Elders, both Pastoral Staff and lay persons. The number of Elders on the Elders Board shall be between five (5) and nine (9); provided, however, that at all times, the number of lay Elders shall comprise the majority of the Elders Board. If at any time there are fewer than five (5) Elders serving on the Elders Board: (i) the Elders Board shall temporarily become inactive; (ii) the members of the Elders Board shall temporarily join the Deacons Board; and (iii) the Deacons Board shall temporarily carry out the functions of the Elders Board pursuant to the policies and procedures of the Elders Board, and shall serve as the Church’s Board of Directors until such time as there are five (5) or more members of the Elders Board. The Chairperson of the Elders Board shall be elected from among the Elders. The term of the Chairperson shall be for a period of one (1) year and the Chairperson may be re-elected.

Section 5.04 Term. Lay Elders shall serve three (3) year terms, and may serve up to two (2) consecutive terms before taking a mandatory one (1) year sabbatical from the Elders Board.

After the one (1) year sabbatical, the Lay Elder may serve as an Elder again. A Lead Pastor and any Pastoral Staff elected to the Board of Elders shall serve as long as they hold their respective position at the Church.

Section 5.05 Nomination Procedure. The Elders Board shall nominate candidates for the position of Elder, and such nominees must be ratified by the Members. Nominations shall require a vote of two-thirds (2/3) of the Elders. Such successful nominees shall be listed in the Church's Sunday Bulletin for two (2) consecutive weeks, and then ratified by two-thirds (2/3) of the Members present at a meeting.

Section 5.06 Duties. Elders shall focus on spiritual missions, caring for and nurturing the spiritual life of Church Members, planning the future direction of the Church, monitoring Church activities, such that they do not deviate from the Purpose of the Church as stated in the Constitution, making decisions on Church Membership, disciplining Church Members when necessary, assisting Pastoral Staff to care for Church Members, visiting people who are sick, praying for them, and teaching God's words. The Elders shall be a model for Church Members and shall treat people sincerely in an earnest manner.

Section 5.07 Removal From Office. If any Elder's conduct, speech, or belief violates the teachings of the Holy Bible, the Constitution, the By-Laws or any of the qualifications listed in Article V, Section 2 of the By-Laws, the removal of the Elder in question can be raised to the Elders Board by any Elder or Deacon. If the removal of the Elder in question is approved by at least a two-thirds vote by all of the Elders excluding the Elder in question, the Elder in question shall be removed from office.

Alternately, an Elder can be dismissed at a regular or specially called meeting of the Membership for which at least two (2) weeks' advance notice of the object of such meeting has been given to the Membership by mail or email. The approval by secret ballot of two-thirds (2/3) of the Members present in such meeting must be obtained to dismiss an Elder.

Section 5.08 Resignation of Elders. Any Elder may resign at any time. A resignation shall be made in writing to the Board of Elders and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the Board. The acceptance of a resignation shall not be necessary to make it effective.

Section 5.09 Meetings. The Elders Board may hold regular meetings, as fixed by these Bylaws or by resolution of the Elders Board, for the purpose of transacting such business as properly may come before the Elders Board, on an as-needed basis, but no less often than once per year. Such regular meetings of the Elders Board may be held without notice of the date, time, place, or (except as otherwise provided in these By-Laws) purpose of the meeting. Moreover, the Elders Board may hold special meetings for any lawful purpose upon not less than two (2) days' notice upon call by the Chair of the Elders Board or at least two (2) members of the Elders Board.

Section 5.10 Waiver of Notice. Notice may be waived in writing, signed by the Elder entitled to notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Elders Board shall constitute a waiver of notice of such meeting unless the

Elder shall, at the beginning of the meeting or promptly upon the Elder's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

Section 5.11 Quorum. A quorum for the transaction of any business to come before the Elders Board shall require the presence of at least two-thirds (2/3) of the Elders then in office. The act of two-thirds (2/3) of the Elders present and voting at any meeting at which a quorum is present shall be the act of the Board of Elders unless the act of a greater number is required by law, by the Articles of Incorporation, or by this Code of By-Laws. In addition to being present in person at a meeting, an Elder shall be deemed to be present at a meeting for the purpose of constituting a quorum and transacting business thereat if, at the time of such meeting, he or she shall participate by telephone in the transaction of the business thereof and if such Elder shall subsequently approve and sign the minutes of such meeting.

Section 5.12 Action Without Meeting. Any action which may be taken at a meeting of the Board of Elders may be taken without a meeting if, prior to such action, written consents setting forth the action to be so taken shall be signed by all members of the Elders Board and such written consents shall be filed with the minutes of the proceedings of the Church.

ARTICLE VI

Deacons Board

Section 6.01 Deacons Board. The primary purpose of the Deacons Board shall be to carry out the strategy and vision of the Church. The procedures for the nomination and election of the Deacons and the removal of the Deacons from the office are detailed in these By-Laws.

Section 6.02 Composition. The Deacons Board is composed of Deacons. The number of Deacons on the Deacons Board shall be determined by the Elders Board. The Chairperson of the Deacons Board shall be elected from among the Deacons. The term of the Chairperson shall be for a period of one (1) year and the Chairperson may be re-elected.

Section 6.03 Qualifications. To stand for election as Deacon, the individual must be a born again baptized Christian and have been baptized for at least five (5) years, and a Member of the Church in good standing for one (1) year. The Deacon Nominating Committee (as described below) and Membership shall give due regard to the scriptural standards for the Deaconate as set forth in 1 Timothy 3:8-13.

Section 6.04 Term. A term of the Deacon is two (2) years, and Deacons may serve a maximum of two (2) consecutive terms, at which point the Deacon must take a minimum of a one (1) year sabbatical. A term starts on January 1st of the following year after the election and ends on December 31st of the second year.

Section 6.05 Nomination. The Elders Board shall appoint a five- member Deacon Nominating Committee comprising: (i) two members of the Elders Board, one of which should be a Lead Pastor (if any), (ii) two current Deacons, and (iii) one Church Member who is not an Elder or current Deacon. The Deacon Nominating Committee shall nominate Deacons and obtain the

agreement from the proposed candidates, subject to the ratification by the Elders Board and the Members.

Section 6.06 Ratification. The Elders Board shall ratify nominees for the Deacons Board, and then submit such ratified nominees to the Members for ratification. Ratification of Deacons by the Members shall be held at the annual congregational and business meeting or at a meeting of the Members called for such a purpose and held prior to the expiration of the term of office of the incumbent Deacons. The nominees shall be listed as such in the Church's Sunday Bulletin for two (2) consecutive weeks following which his/her candidacy will be voted on by the members. Individual names should be listed and marked separately. Those candidates who receive at least a two-thirds (2/3) favorable vote from the Members present during such meeting shall be installed. In the event that there are unfilled positions, new individuals should be nominated for the unfilled positions pursuant to the process set forth in Section 6.05, and ratified at a later meeting.

Section 6.07 Duties. The duties of the Deacons are running the Church business and assisting the Pastors in teaching and counseling the congregation. Specific duties of each Deacon are assigned during the first Deacons Board meeting after election. Deacons are generally assigned to a duty for a period of one (1) year, and a Deacon may be re-assigned to such duty. The duties shall include, but are not limited to, the following:

1. Worship planning.
2. Financial duties.
3. Planning and implementing Sunday School and other education programs.
4. Mission work and evangelism.
5. Church administration and overseeing the Church building, construction, and maintenance.
6. Visitation and out-reach.
7. Fellowship, family and student ministries.
8. The Secretary of the Deacons Board is responsible for maintaining an updated list of Church active and inactive Members. An accurate list of active Church Members shall be provided to the Elders Board one (1) week before a congregational meeting is held.

Section 6.08 Deacons Meeting. A Deacons meeting may be called by the Chairperson of the Deacons Board on an as-needed basis, but no less often than once per year.

Section 6.09 Quorum. A quorum for the transaction of any business to come before the Deacons Board shall require the presence of at least two-thirds (2/3) of the Deacons then in office. The act of two-thirds (2/3) of the Deacons present and voting at any meeting at which a quorum is present shall be the act of the Board of Deacons.

Section 6.10 Removal From Office.

Under the following circumstances a Deacon may be removed from the office if he or she:

- (1) Refuses to serve his or her assigned duties;
- (2) Becomes an Inactive Member; or
- (3) Violates Church codes or the Statement of Faith in Article II of these By-

Laws.

When one or more of the above rules has been violated, the removal of the Deacon in question can be raised to the Elders Board by any Elder or Deacon. If the removal of the Deacon in question is approved by at least a two-thirds (2/3) vote by all of the Elders and Deacons excluding the Deacon in question, the Deacon in question shall be removed from office.

Alternatively, a Deacon may be dismissed at a regular or specially called meeting of the Membership for which at least two (2) weeks' advance notice of the object of such meeting has been given to the membership by mail or email. The approval by secret ballot of two-thirds (2/3) of the Members present in such meeting must be obtained to dismiss a Deacon. A replacement for the office shall be conducted using the same procedure listed in Sections 6.05 and 6.06 above.

ARTICLE VII

Pastoral Staff

Section 7.01 Pastoral Staff. The number of Pastoral Staff members shall be determined by the Elders Board. All members of the Pastoral Staff should focus on prayer, teaching, and equipping Church members to be part of the Body of Christ.

Section 7.02 Lead Pastor(s). The Elders Board may, but is not required to, nominate one or more individuals to serve as a Lead Pastor of the Church, subject to the ratification by the Members. Such ratification by the Members of a Lead Pastor requires the affirmative vote of at least two-thirds (2/3) of the Members present at a meeting.

Section 7.03 Other Pastoral Staff. According to the ministry needs of the Church, a Lead Pastor or the Elders Board may suggest one or more persons to serve as Pastoral Staff. To call any pastor, including an Interim Lead Pastor, the candidate must be approved by the Elders Board, and ratified by at least two-thirds of the Members present at a meeting.

Section 7.04 Pastor Search Committee. From time to time, the Elders Board may form a Pastor Search Committee to identify strong candidates for the positions of Lead Pastor or other Pastoral Staff. Such Pastor Search Committees may comprise lay Elders, Deacons, and other Members of the Church.

Section 7.05 Terms of Employment. The terms of employment for a Lead Pastor and any Pastoral Staff, including sabbatical arrangements, are to be determined by the Elders Board, excluding the Lead Pastor(s) and Pastoral Staff (except that a Lead Pastor may participate in deliberations regarding Pastoral Staff), and set forth in an employment agreement. Any annual adjustment shall be determined by the members of Elders Board excluding the Lead Pastor(s) and Pastoral Staff during the annual business meeting (except that a Lead Pastor may participate in deliberations regarding the Pastoral Staff).

Section 7.06 Duties of a Lead Pastor and Pastoral Staff. A Lead Pastor and Pastoral Staff shall serve the Church together with the Elders and Deacons in order to (i) teach and preach the whole counsel of God in accordance with the faith, practice, and Purpose of the Church as set forth in the Constitution, (ii) provide spiritual care and counseling, and (iii) shepherd the congregation. A Lead Pastor and Pastoral Staff are voting members of the congregation except as set forth in these By-Laws. A Lead Pastor and Pastoral Staff shall report to the Elders Board. Pastoral Staff may be designated according to gift and ability as a Pastor of Education, Pastor/Director of Youth, Pastor of Caring, Pastor/Director of Family Ministry, Pastor/Director of Music, Pastor/Director of Missions or in such way as may appropriately describe his/her responsibilities.

Section 7.07 Dismissal. The dismissal of a Lead Pastor or a member of the Pastoral Staff must be approved by at least a three-fourths vote by all of the Elders and Deacons excluding the Lead Pastor or the Pastoral Staff in question in order to be referred to the Members for a dismissal vote; provided, however, that in the event that the terms of dismissal set forth in an employment agreement and the provisions of these By-Laws regarding dismissal shall differ, the terms set forth in the employment agreement shall govern. A vote to dismiss a Lead Pastor or a member of the Pastoral Staff can be taken only at a regular or specially called meeting of the Membership for which at least two (2) weeks' period notice of the object of such meeting has been given to the Membership by mail or email. The approval by secret ballot of two-thirds (2/3) of the Members present in such meeting must be obtained to dismiss a Lead Pastor or Pastoral Staff.

ARTICLE VIII

Officers

Section 8.01. In General. The officers of the Church shall consist of a Chair, a Secretary, a Treasurer, and such other officers as the Elders Board may otherwise elect. An officer may simultaneously hold more than one (1) office. Each officer shall be elected by the Elders Board and shall serve for one (1) year, or such other period as prescribed by the Elders at the time of such election, and until the officer's successor is elected and qualified. An officer must be a member of the Elders Board; provided however, that (i) a Lead Pastor or other Pastoral Staff shall not be eligible to hold officer positions, and (ii) in the event that there are fewer than five (5) members of the Elders Board, members of the Deacons Board may temporarily serve as officers until such time as there are at least five (5) members of the Elders Board. Any officer may be removed by the Elders Board at any time, with or without cause. Any vacancy in any office shall be filled by the Elders Board, and the person elected to fill such vacancy shall serve until the expiration of the term vacated and until his or her successor is elected and qualified.

Section 8.02. Chair. The Chair shall be the Chair of the Elders Board and shall preside at all meetings of the Elders Board and shall be responsible for implementing policies established by the Elders Board. The Chair shall perform such other duties as the Elders Board may prescribe. In the event that there are fewer than five (5) members of the Elders Board, the Chair of the Deacons Board may temporarily serve as the Chair until such time as there are at least five (5) members of the Elders Board.

Section 8.03. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Church other than books of account. The Secretary shall prepare and enter in the minute book the minutes of all meetings of the Elders Board. The Secretary shall authenticate records of the Church as necessary. The Secretary shall perform such duties usual to the position of Secretary and such other duties as the Elders Board or the Chair may prescribe.

Section 8.04. Treasurer. The Treasurer shall prepare and maintain correct and complete records of account showing accurately the financial condition of the Church. All notes, securities, and other assets coming into the possession of the Church shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Elders Board or the Chair, a statement of the financial condition of the Church and shall perform the duties usual to the position of Treasurer and such other duties as the Elders Board or the Chair may prescribe.

Section 8.05. Other Officers. Each other officer of the Church shall perform such duties as the Elders Board or the Chair may prescribe.

ARTICLE IX

Other Boards and Committees

Section 9.01 Stewardship Board. The Elders Board may, but shall not be required to, appoint from time to time a committee of members to a Stewardship Board to report to the Elders Board as to matters relating to the Church buildings, grounds, furnishings and equipment. The Chairman of the Stewardship Board shall be a member of the Elders Board.

Section 9.02 Other Elders Board Committees. The Elders Board, by resolution, may designate one or more committees, each of which shall consist of two (2) or more Elders, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Elders Board in the management of the Church; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Elders Board, or any individual thereof, of any responsibility imposed upon it or him by law. In the event that there are fewer than two (2) members of the Elders Board, or two (2) members of the Elders Board are otherwise not available for service on a committee, members of the Deacons Board may temporarily serve on such committees until there are more than two (2) members of the Elders Board available for service on such committees.

Section 9.03 Other Committees. Other committees not having the power to exercise the authority of the Elders Board in the management of the Church may be designated by a resolution adopted by the Elders present at a meeting at which a quorum is present. Any member

of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Church shall be served by such removal.

Section 9.04 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Elders Board and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 9.05 Chairman. The person or persons authorized to appoint committee members shall appoint one member of each committee as chairman thereof.

Section 9.06 Vacancies. 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.

Section 9.07 Quorum. Unless otherwise provided in the resolution of the Elders Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9.08 Rules. Each committee may adopt rules for its own governance, so long as such rules are not inconsistent with these By-Laws or with rules adopted by the Elders Board.

ARTICLE X

Church Staff

Section 10.01 Church Staff. Based on the needs of Church activities and functions, the Church shall hire paid Church Staff to execute such activities and functions.

Section 10.02 Qualifications. According to the needs of Church ministries, Church Members selected by Elders or Deacons and approved by the Elders Board shall be hired as paid Church Staff. A Church Administrative Assistant candidate recommended by a Lead Pastor and the Chairman of the Deacons Board, and approved by Elders Board, shall be hired.

Section 10.03 Term and Compensation. The term and compensation of the paid Church Staff shall be described in detail in the hiring contract. The draft contract shall be approved by the Elders Board for execution.

ARTICLE XI

Contracts, Checks, Deposits and Funds

Section 11.01 Contracts. The Elders Board may authorize any officer or officers of the Elders Board as agents of the Church, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or confined to specific instances.

Section 11.02 Checks, Drafts, and the Like. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Church shall be signed by such officer or officers, or agent or agents, of the Church and in such manner as shall from time to time be determined by resolution of the Elders Board, such instruments shall be signed by the Elders Board member or Church or Pastoral Staff member or members designated to exercise such functions.

Section 11.03 Deposits. All funds of the Church shall be deposited from time to time to the credit of the Church in such banks, trust companies or other depositories as the Elders Board may select.

Section 11.04 Gifts. The Elders Board may accept on behalf of the Church any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Church.

ARTICLE XII

Office and Books

Section 12.01 Office. The office of the Church shall be located at such place as the Elders Board may from time to time determine.

Section 12.02 Books. There shall be kept at the office of the Church correct books of account of the activities and transactions of the Church, including a minute book which shall contain a copy of the Articles, a copy of these By-Laws, and all minutes of the Elders Board and of other boards and committees of the Church as shall exist from time to time.

ARTICLE XIII

Corporate Seal

The Church may, by resolution of the Elders Board, adopt a corporate seal. Any seal of the Church so adopted shall be circular in form and shall bear the name of the Church and words and figures showing that it was incorporated in the State of Indiana in the year 1972.

ARTICLE XIV

Corporate Mottos and Marks

The Church may, by resolution of the Elders Board, adopt such corporate logos, trademarks and names, and motto or mottoes, each and all of which may be in printed, embossed or otherwise impressed or displayed upon such of the Church's stationary, seals, emblems and other identifying literature and documents as the officers and of its number of the Church may from time to time designate or elect.

ARTICLE XV

Fiscal Year

The fiscal year of the Church shall coincide with the calendar year.

ARTICLE XVI

Investments

The property, assets and funds of the Church may, in furtherance of the purposes of the Church, be invested in such shares of stock, whether common or preferred, bonds, notes, mortgages or other securities or other personal property or real estate as the Elders Board may from time to time authorize and approve.

ARTICLE XVII

Robert's Rules of Order

The conduct of all Church meetings shall be governed by the rules as laid down in "Robert's Rules of Order" except as may otherwise be set forth in the Articles and these By-Laws.

ARTICLE XVIII

Borrowing of Church Property

The Church property, including the building, may be lent for social and cultural events, if such events do not conflict with the Holy Bible or the Church Purpose as stated in the Constitution, and does not interfere with regular church activities and meetings. Any such borrowing must be applied for in writing to the Deacons Board and approved by the Deacons Board either during a regularly scheduled meeting or through telephone survey. The Deacons Board may from time to time adopt, modify and publish to Members separate Church Property Management Rules and Guidelines.

ARTICLE XIX

Amendments

Amendments to the Articles of Incorporation, to the extent they require Member approval, and all amendments to these By-Laws of the Church shall be made as follows: Notice of the amendment of the Articles or By-Laws shall be given to each Member of the congregation at least thirty (30) days prior to the holding of said congregational meeting, and shall be announced at least once each Sunday for four (4) weeks prior to the meeting. Said amendments must first be approved by the Elders Board and then recommended to the congregation. All amendments must be presented to and approved by two-thirds (2/3) the Members present at the congregational and business meeting or at a specially called meeting for the purpose of amending

the Constitution or By-Laws. A supermajority vote by not less than ninety percent (90%) of all voting Members shall be required to amend or modify the “Statement of Faith” incorporated in Article II of these By-Laws.