

Bylaws of Living Water Community Church Harrisburg, Pennsylvania

ARTICLE 1 – MEMBERSHIP

A. Responsibilities and Duties of Membership.

With the privilege of membership come certain duties and responsibilities. As a result, the following are the expectations for members of the church:

1. Regular participation in a small group and/or ministry for spiritual growth and Christian fellowship.
2. Regular attendance at church worship services and business meetings.
3. Development and use of one's spiritual gifts to minister to others.
4. Praying for the church family, staff and leaders, and for those who have not accepted Jesus Christ as their Lord and Savior.
5. Supporting the work of the church through regular sacrificial financial giving.
6. Living a godly life that clearly demonstrates an abiding and active love for Jesus.
7. Growing in the knowledge of God's Word while bearing witness in the world.
8. Loving one another, demonstrating a servant's heart, and following the loving authority of the church leaders.

B. Church Responsibility to Members.

As God enables, the church will provide:

1. Sound biblical teaching.
2. Regular and varied opportunities for corporate worship.
3. The means for each member to discover his/her spiritual gifts and ministry opportunities which allow those spiritual gifts to be used.
4. A small group and/or ministry in which members can be cared for and disciplined.
5. A welcoming, warm, and respectful place to bring family, friends, co-workers, and acquaintances.
6. Opportunities to be equipped and trained for ministry.
7. Loving accountability.

C. Membership Procedure.

1. Prospective members commit to attend a membership class taught by members of the pastoral staff and/or the Elder Board.
2. Application for membership is made to the Elder Board by signing the Membership Covenant.

3. A member of the pastoral staff and/or the Elder Board will arrange to meet with each applicant. During this meeting, the applicant will be asked to give an oral testimony of Christian conversion and personal faith in Jesus Christ.
4. Based upon the results of the aforementioned meeting, all applicants who meet the membership requirements specified in Article 4 of the Constitution will be placed on a list of membership applicants. Subsequently, the list of membership applicants will be presented to the membership at least two (2) weeks prior to their acceptance so that any member in good standing may notify the Elder Board in the event of a substantiated objection.
5. Should a church member object to a membership applicant, the church member will state the reason to the Elder Board in writing. The Governing Elders will discuss any objections at a confidential meeting. If it is determined that any objections warrant further discussion or investigation, the matter will be handled with sensitivity, confidentiality, and Christian love.

In the event of an objection, the Governing Elders will appoint an elder(s) to address the particular objection that is affecting the membership applicant. It will be the responsibility of the appointed elder(s) to obtain additional information regarding the membership applicant and the objection. At the conclusion of the investigation, the appointed elder(s) will report back to the Governing Elders so that they may make a final decision. The appointed elder(s) will subsequently communicate the Governing Elders' final decision to both parties.

6. Having allowed for the response of the membership, the Governing Elders have the authority to accept for membership the applicants they consider qualified on the basis of their testimony of conversion, confession of personal faith, and demonstrated Christian lifestyle.
7. The accepted applicant(s) will be publicly received into membership at a worship service.

D. Renewal, Withdrawal and Reinstatement of Membership.

1. **Renewal.** Annually – typically in December – it will be the responsibility of every member to renew their membership covenant for the following calendar year. If the following calendar year passes without the member renewing their membership covenant, they will be removed from the membership role and it will be necessary for them to reinitiate the membership procedure detailed in Article 1, Section C, Membership Procedure of these Bylaws.

Only those who have renewed their membership for the current year are permitted to vote in congregational meetings.

2. **Withdrawal.** Any member may voluntarily withdraw his/her membership by communicating such intent in writing to a member of the pastoral staff and/or Elder Board.

3. **Reinstatement.** Any former member who voluntarily withdrew his/her membership or who was removed from the membership roll as a result of failing to renew his/her membership as required in Article 1, Section D, Item 1 may appeal to the Elder Board to have his/her membership reinstated.

If, after review, the Elder Board deems it appropriate to recommend the former member be reinstated to membership, he/she will be subject to the next scheduled membership application process as detailed in items 4 through 6 of Article 1, Section C, Membership Procedure of these Bylaws. Upon a successful outcome of this process, the former member will be reinstated to membership without being publically received into membership at a worship service.

Appeals for reinstatement must be initiated by the former member within two years from the date in which he/she was originally removed from the membership roll. If more than two years have passed, the former member must go through the entire membership process as required in Article 1, Section C, Membership Procedure of these Bylaws.

E. Discipline and/or Removal from Membership.

1. Purpose of the Discipline and/or Removal from Membership Process.

It is the desire of the church to provide ministries of reconciliation (2 Corinthians 5:17,18) to all members. As a result of this desire and because restoration in Christian love is the ultimate goal of church discipline, every reasonable, loving, and pastoral effort will be made to encourage and restore those members who may have fallen away in their Christian lifestyle and commitment.

Unfortunately, there are regrettable, grievous, and extreme situations where the conduct of a member, staff member, pastor, or other church leader, is so disruptive that the very purpose of the church is undermined. In those rare occasions, the following procedure of discipline and/or removal from membership shall be followed. These procedures are based upon the biblical teachings of Matthew 18:15-18; Galatians 6:1,2; Titus 3:10,11; and 1 Timothy 5:19-22.

2. Formation of a Discipline Committee.

In response to an accusation or dispute that cannot be resolved through pastoral care, the Governing Elders shall appoint a Discipline Committee to address the accusation/dispute. This committee shall be composed of a minimum of three people – each of whom must be spiritually mature members of the church and not directly involved in the situation of immediate concern.

- One committee member must be an elder.
- A second committee member must be a member of the pastoral staff – unless the person accused is a pastor. In such case, the Governing Elders shall select a pastor of respected reputation, and sound biblical belief and doctrine from outside the church.
- A third committee member must be a member of the church.

It shall be the charge of the Discipline Committee to establish the facts by two or three witnesses and to make every effort to bring repentance, healing, and restoration. The accused individual(s) may bring a spiritual advocate to such meetings and proceedings if they so desire.

3. Involvement of the Governing Elders.

In the event that the Discipline Committee is unable to bring about repentance, healing, and restoration then the committee will bring a recommendation for discipline to the Governing Elders. This recommendation shall summarize the facts, as the committee perceives them, and contain a brief rationale for the specifics of the recommendation.

Once presented, the Elder Board Chairman will entertain a motion to accept the recommendation and no discussion, save an appeal by those directly concerned, will be allowed. Notice shall be provided to the accused individual(s) ten (10) days prior to the proposed action by the Governing Elders on the recommendation from the Discipline Committee. The accused shall provide at least three (3) days notice of the intention to appeal to the Elder Board Chairman. The failure to provide timely notice, may, in the discretion of the Governing Elders, constitute a waiver of the right to appeal. If there is an appeal placed before the Governing Elders, then all facets of the situation will be open for discussion.

In the event that the Discipline Committee recommends that the accused be removed from membership and the Governing Elders subsequently approve the recommendation, the Elder Board Secretary will inform the accused – in writing – that their membership has been terminated.

4. Reinstatement of Membership.

A former member whose membership was terminated as a result of the aforementioned procedure may reapply for membership only if the Governing Elders determine that there is clear evidence that he/she is both repentant and living in fellowship with God.

F. Miscellaneous Membership.

1. A letter of recommendation from the Lead Pastor, on behalf of the Elder Board, will be given upon request to any member who leaves the church in good standing.
2. Upon assuming a staff position, all pastors and their spouses will be considered members of the church. Upon leaving their pastoral duties, if it is their desire, they will be released from membership.
3. The Elder Board Secretary will maintain an accurate and up-to-date list of the membership.
4. Missionaries – Members who serve as missionaries and are unable to complete the renewal process may, at their request and based upon the annual approval of the Elder Board, remain on the membership roll.

ARTICLE 2 – PASTORS

A. Qualifications of Pastors.

All pastors shall be men who have experienced the saving grace of God; who are of established and irreproachable Christian character; who agree with and affirm the Statement of Faith as stated in Article 3 of the Constitution; who subscribe to the Constitution and the Bylaws of the church; who meet the qualifications found in Galatians 5:22-23, 1 Timothy 3:1-7, and Titus 1:5-9; and who are committed to preparing God's people for the ministry of the body of Christ (Ephesians 4:11-13).

B. Duties of Pastors.

The duty of the Lead Pastor is to provide biblical, visionary, servant leadership and teaching to Living Water's staff and church family so that together they may fulfill the church's Purpose.

The duties of the Staff Pastor(s) will be determined by the Governing Elders and monitored for potential changes as deemed necessary.

The pastors, as paid staff, will be responsible to the Governing Elders for the fulfillment of their duties, however, both pastors and lay elders will form a unified team to pray for and lead the church by example. The pastors will not only administer the daily activities of the church, but will have a voice in the establishment of policies for those activities. Decisions, whenever possible, will be made by the consensus of the lay elders and pastors in the spirit of humility and mutual submission.

C. Selection of Pastors.

1. It will be the responsibility of the Governing Elders to define the particular qualities expected in a pastor for a specific position and to evaluate the qualifications of possible candidates for the pastorate. This evaluation shall include such areas as the candidate's training, experience, reputation, ministerial standing, doctrine, availability, and personality.
2. After determining the qualities and skills needed for this position, the Lead Pastor or his delegated representative will initiate the search process and submit to the Governing Elders his recommended candidate.

If the open position is that of the Lead Pastor, the Governing Elders shall appoint a search team to identify a qualified candidate to be recommended. This search team will be chaired by the Elder Board Chairman.

3. The Governing Elders will interview the candidate and either recommend the candidate to the membership for affirmation, reject the candidate and reinstitute the search process, or terminate the search.
4. In the event that the Governing Elders recommend the candidate to the membership for affirmation, the candidate will be given an opportunity to make an appropriate presentation to the church, which will include his and his spouse's (if applicable)

personal testimonies and any ministry specific experience. The candidate's resume will also be made available to the church at least one (1) week prior to the candidate's presentation.

5. After public presentation and an opportunity for the congregation to meet the candidate, a business meeting will be called in order to discuss the candidate and to affirm the calling of the candidate.
6. All pastoral positions require an affirmation of at least three-fourths (3/4) majority of the ballots cast to receive a call.

D. Termination and Resignation of Pastors.

A period of three (3) months notice is required of either a pastor or the church for termination of pastoral duties. However, this period of time may be changed based on the mutual agreement of the church and pastor.

In the event of doctrinal problems or moral issues, a pastor, after having been counseled within the terms of 1 Timothy 5:19-21 and given the right to a hearing by the Governing Elders, may be immediately dismissed from his pastoral duties, upon the recommendation of the Governing Elders and by a (3/4) majority of the ballots cast by the membership at a duly convened business meeting.

Whenever possible, personnel matters will be handled by a subset of the Governing Elders and appropriate staff who are appointed for this responsibility by the Elder Board Chairman. The Governing Elders will have the authority to approve or disapprove the recommendations of this smaller group.

E. Creation of New Pastoral Positions.

The Governing Elders will recommend the creation of all new pastoral positions to the membership for affirmation at a duly convened business meeting. This recommendation may be made in conjunction with the membership's affirmation of the annual budget

ARTICLE 3 – ELDERS

A. Qualifications of Elders.

All elders shall be men who have experienced the saving grace of God; who are of established and irreproachable Christian character; who agree with and affirm the Statement of Faith as defined in Article 3 of the Constitution; who subscribe to the Constitution and the Bylaws of the church; who meet the qualifications found in Galatians 5:22-23, 1 Timothy 3:1-7, and Titus 1:5-9; and who are committed to preparing God's people for the ministry of the body of Christ (Ephesians 4:11-13).

B. Elder Board Structure and Duties.

In accordance with the practice recorded in the New Testament, the Elder Board – which shall be comprised of the Lead Pastor, the Staff Pastor(s), and duly affirmed laymen from the membership – shall foster and oversee the spiritual welfare, pursuit of

holiness, and growth of the congregation, as well as direct the affairs of the church. The maximum number of Elders shall be twenty-four (24).

The Elder Board will consist of two groups:

- 1. Governing Elders** – This group of elders will be appointed annually by the Elder Board and will be tasked with actively directing the affairs of the church. As servant leaders, they will provide spiritual and pastoral care to the congregation and individually participate in the ministries of the church, while also collectively leading the church in the pursuit of its stated Purpose as defined in Article 2 of the Constitution. At a minimum, the Governing Elders will be comprised of the Lead Pastor, and the church officers as defined in the Constitution. The maximum number of Governing Elders shall be twelve (12) with lay elders representing at least a simple majority.

Decisions made by the Governing Elders, whenever possible, will be made by consensus in the spirit of humility and mutual submission. Ultimate authority for the welfare and direction of the church resides with the Governing Elders.

In addition to the aforementioned duties, the Governing Elders will be responsible for the following specific duties:

- a. Maintain the membership rolls of the church.
 - b. Oversee the public worship of the church, as well as the activities of any group that meets in the name of the church or on the premises of the church.
 - c. Assist the Staff Pastor(s) in the visiting of the sick and needy within the church and the offering of biblical counsel where needed.
 - d. Administer all matters of discipline as outlined in the Section 1.E of these Bylaws.
 - e. Oversee the recruitment, selection, recommendation to the membership, hiring, and evaluation of all pastoral staff.
 - f. Create Ministry Teams, appoint Ministry Team Leaders, and provide guidance and direction to those leaders as they lead the various ministries of the church.
 - g. Ensure that an annual budget is developed and subsequently submitted to the membership for their affirmation.
- 2. Advising Elders** – This group of elders will consist of all members of the Elder Board who have not been appointed as Governing Elders. While not actively directing the affairs of the church, the Advising Elders will provide pastoral care to the congregation on an as needed basis, as well as, provide biblical advice and counsel to the Governing Elders.

C. Elder Board Terms.

Once appointed to the Elder Board, the elder will serve until he resigns, disqualifies himself, or is not reaffirmed by the membership at the annual business meeting.

D. Disqualification and Removal of Elders.

In the event of doctrinal problems, moral issues, or the failure to fulfill the duties of his office, an elder may be removed from office, and if necessary from membership, in accordance with the discipline process outlined in Section 1.E of these Bylaws.

E. Officers of the Elder Board.

Officers of the Elder Board will be appointed yearly by the Elder Board to serve in the following capacities:

1. *Elder Board Chairman* – This individual is the chief lay officer of the church and is responsible to work closely with the Lead Pastor to ensure the fulfillment of the church's Purpose.
2. *Elder Board Secretary* – This individual is responsible for ensuring that the minutes of all Elder Board, Ministry Team Leader, and business meetings are accurately recorded. Additionally, he is responsible for ensuring that those minutes are properly presented at subsequent meetings.
3. *Church Treasurer* – This individual is the Chief Financial Officer of the church and shall be the chairman of the Finance Team. The Church Treasurer or another individual(s) authorized by the Governing Elders must sign all disbursements.
 - a. The Church Treasurer may be a layperson from the membership, other than an Elder, but only if there are a minimum of two (2) Elders serving on the Finance Team.

F. Meetings of the Elder Board.

The Governing Elders shall meet monthly or more, as deemed necessary. A quorum, consisting of a two-thirds (2/3) majority of the Governing Elders, shall be necessary to conduct a meeting.

A meeting of the Elder Board shall be held prior to the annual business meeting of the church. During this meeting, the Elder Board shall select their recommended Governing Elders for the following year. These elders will be presented to the membership at its annual meeting for affirmation.

F. Selection of Elders.

1. The Elder Board shall meet on an as needed basis to review the membership roll of the church in an effort to determine possible elder candidates who meet the qualifications as specified above. Additionally, members may recommend to the Elder Board possible elder candidates.
2. Once a list of potential elder candidates has been agreed upon, a process of pre-qualification will be initiated for each candidate.

3. Those elder candidates which are pre-qualified and willing to serve will then undergo a training/mentoring process.
4. The names of those elder candidates which successfully complete the training/mentoring process will then be communicated to the membership. The purpose of this communication is to solicit written input from the membership as to any biblical objections to the potential appointment of the elder candidate to the Elder Board. Any objections will be investigated by the Elder Board. If the objection is substantiated and if the substantiation indicates that the elder candidate is not qualified to serve as an elder, he will be removed from further consideration.
5. A list of those remaining elder candidates who are to be affirmed will be distributed to the membership at least two weeks in advance of the business meeting.
6. Those elder candidates who are successfully affirmed by the membership will immediately become Advising Elders.

G. Yearly Reaffirmation of Elders.

1. Each year at the annual business meeting, the membership will have the opportunity to reaffirm the appointment of each elder. Any elder who is not reaffirmed will no longer serve on the Elder Board and may only rejoin the Elder Board after being reaffirmed by the membership at a future business meeting. Members of the Pastoral Staff are not subject to this reaffirmation process and may only be removed in accordance with Article 2 – Pastors – Section D – Termination and Resignation of Pastors.

ARTICLE 4 – MINISTRY TEAMS

A. Purpose.

In order to support the effective implementation its Purpose, the church’s ministries shall be divided up into Ministry Teams. Ministry Teams are groups of mutually accountable individuals who possess complementary skills/spiritual gifts and who are committed to a common purpose within the church.

Although given great latitude to make decisions, all Ministry Teams are ultimately under the authority of the Governing Elders and no new Ministry Teams shall be formed from within the church without the approval of the Governing Elders.

B. Standing Ministry Teams.

The only permanent Ministry Team shall be the Finance Team which is responsible for all aspects of the church’s fiscal affairs. This includes, but is not limited to:

1. The development of a proposed annual budget and the submission of said budget to the Governing Elders for approval and its subsequent submission to the membership for affirmation.
2. The monthly reporting of financial management reports.

3. The maintenance of all financial accounts.
4. The annual review of the church's finances and accounting practices by qualified persons within the congregation. At least every three (3) years, a professional financial review is to be conducted by an outside agency recommended by the Finance Team and approved by the Governing Elders.
5. The selection and procurement of all insurance policies required to provide reasonable protection of the church, its staff, and its leadership from financial loss or legal action as it relates to the ministries of the church.

C. Creation of Ministry Teams.

Ministry Teams may be created as deemed necessary by the Governing Elders. When creating a new Ministry Team, the Governing Elders may identify the newly formed Ministry Team as a Core Ministry Team – and as such, the chairperson of the newly formed Ministry Team would serve as a member of the Ministry Leadership Team. Or the Governing Elders may choose to place the newly formed Ministry Team under the leadership and supervision of an existing Core Ministry Team. In this event, the chairperson of the newly formed Ministry Team would not serve as a member of the Ministry Leadership Team.

D. Ministry Team Leaders.

The Governing Elders shall appoint the leader of each Ministry Team. Each leader must be a member of the church and must clearly meet the qualifications as defined in 1 Timothy 3:8-12.

E. Ministry Team Members.

Each Ministry Team chairperson is responsible for appointing Ministry Team members to serve on his/her specific Ministry Team. Ministry Team members are not necessarily required to be members of the church. However, the Governing Elders may enact policies which require church membership for specific positions within specific Ministry Teams.

Regardless of church membership, Ministry Team members must:

1. Regularly attend weekly worship services.
2. Clearly demonstrate an attitude of servanthood.
3. Consistently be living a life that reflects an abiding faith, deep commitment, and heartfelt obedience to the Lord Jesus Christ.

ARTICLE 5 – MINISTRY LEADERSHIP TEAM

A. Duties of the Ministry Leadership Team.

The Ministry Leadership Team shall be made up of the leaders from each of the Core Ministry Teams, the Governing Elders, and the pastoral staff.

The primary purpose of the Ministry Leadership Team is to provide tactical direction and coordination of the various ministries of the church, as well as to assist the Governing Elders in the development and accomplishment of the church's strategic goals.

Decisions made by the Ministry Leadership Team, whenever possible, will be made by consensus in the spirit of humility and mutual submission.

While it is the intent of the Governing Elders to provide the Ministry Leadership Team with wide latitude in the management of the administrative functions of the church, the Governing Elders may, if necessary, overrule a decision by the Ministry Leadership Team when such action reflects the expressed will or the best interest of the church.

B. Terms of the Ministry Leadership Team.

Ministry Leadership Team members shall serve on the Ministry Leadership Team as long as they continue to serve as the leader of a Core Ministry Team.

C. Meetings of the Ministry Leadership Team.

The Ministry Leadership Team shall meet monthly or more, as it deems necessary, and a majority of Ministry Leadership Team members, constituting a quorum, shall be necessary to conduct a meeting.

ARTICLE 6 – CONDUCT OF BUSINESS

A. Church Business Meetings.

Business meetings are called by the Elder Board Chairman. Additionally, the Elder Board Chairman may call special meetings

1. At his discretion, or
2. At the direction of the Elder Board, or
3. At the written request of fifteen (15) members of the church.

If the Elder Board Secretary is absent, the Elder Board Chairman will appoint someone to take the minutes of the meeting.

Regular business shall be decided by a consensus of the members in attendance unless otherwise specified in these Bylaws. Additionally, the incurring of indebtedness, the approving of building programs, and the acquiring or disposing of real estate shall require a super majority of three fourths (3/4) of the ballots cast.

B. Consensus.

Whenever possible and whenever a specific percentage for passage is not specifically identified in the Constitution or Bylaws, decisions of the membership, the Elder Board, the Ministry Leadership Team, or any other organization within the church will be made by prayerfully reaching consensus.

Consensus is not defined as unanimous agreement of those present, but after prayerful consideration of issues and concerns, as a clear majority agreement that God is leading in a particular direction. The chairperson who is presiding over the respective meeting will determine consensus.

When there is no consensus, the membership, Elder Board, Ministry Leadership Team, or any other organization within the church will enter into a time of prayer, listening, and seeking the will of the Lord that will be led by the chairperson. If after several attempts, it is judged that there is no consensus, the chairperson may table the matter for further prayer or call for a vote.

In the event that a vote is called for, a motion may be made to institute Robert's Rules of Order. The motion to institute Robert's Rules of Order must be voted on and passed by a simple majority of the votes cast. If, after instituting Robert's Rules of Order, there is approval or denial on the matter by a split or close vote, the chairperson may ask for another vote to table the matter until a later date.

C. Voting.

As a general practice, voting will be used only when necessary for legal purposes, when specified in the Constitution or Bylaws, or when it is clear that voting is the only way to make a decision. When such votes occur to determine elections or matters of business – unless otherwise specified in the Constitution or Bylaws – they shall be decided by a simple majority of the votes cast.

Abstentions and improperly marked ballots do not count as votes cast. The chairperson is empowered to decide if a ballot is properly marked. Members must be present to vote.

Tellers, who are appointed as needed by the chairperson, shall count the votes. In the case of secret ballots, those counting the votes will not collect the ballots from those voting. Votes are to be counted by a minimum of two tellers.

ARTICLE 7 – AFFILIATION

For the purpose of the advancement of the Gospel and for biblical accountability, the church may choose to affiliate itself with one or more Christian associations and/or denominations. In the event that the Governing Elders deem such an affiliation to be necessary, they will make a recommendation of affiliation to the membership at a duly convened business meeting. Approval of the recommendation of affiliation will require a three-quarters (3/4) majority of the ballots cast.

Such affiliation shall not supersede the authority of the church as stipulated in Article 5 of the Constitution.

In the event that the Governing Elders deem it necessary to disaffiliate from a prior affiliation, they will make a recommendation of disaffiliation to the membership at a duly

convened business meeting. Approval of the recommendation of disaffiliation will require a three-quarters (3/4) majority of the ballots cast.

ARTICLE 8 – LIMITATION OF LIABILITY

To the fullest extent permitted by Pennsylvania law, no elder or officer of the Corporation shall be personally liable to the Corporation or others for monetary damages for any action taken or any failure to take any action, unless the elder or officer has breached or failed to perform the duties of his or her office and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article 8 shall not apply with respect to the responsibility or liability of an elder or officer under any criminal statute or the liability of an elder or officer for the payment of taxes pursuant to local, state or federal law.

ARTICLE 9 – INDEMNIFICATION

A. Definitions.

For purposes of this Article:

1. “corporation” means the Living Water Community Church named at the beginning of these Bylaws;
2. “liability” means any compensatory, punitive or other damages, judgment, amount paid in settlement, fine, penalty, excise tax assessed with respect to an employee benefit plan, and cost or expense of any nature whatsoever, including without limitation attorney’s fees and costs of proceedings;
3. “indemnified capacity” means any and all past, present and future service by a representative in one or more capacities:
 - a. as an elder, ministry team leader, officer, employee or agent of corporation, or
 - b. at the request of the corporation, as an elder, ministry team leader, officer, employee, agent, trustee or fiduciary of another corporation or any partnership, joint venture, trust, employee benefit plan, or other entity, enterprise or undertaking, including service as a representative that imposes duties on or involves service by the representative with respect to an employee benefit plan, its participants or beneficiaries;
4. “proceeding” means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, and whether formal or informal, and whether brought by or in the right of the corporation, or otherwise; and
5. “representative” means any person who:
 - a. serves or has served as an elder, ministry team leader, officer, employee or agent of the corporation; or

- b. has been expressly designated by the Elder Board as a representative of the corporation for purposes of and entitled to the benefits under this Article 9.

B. Indemnification.

1. Subject to the subsequent provisions of this Section 9.2 and of Section 9.3, the corporation shall indemnify a representative against any liability actually and reasonably incurred by the representative in connection with any proceeding in which he or she may be involved as a party or otherwise by reason of the fact that the representative is or was serving in an indemnified capacity, including without limitation any liability resulting from an actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence, or act or omission giving rise to strict or products liability, except to the extent:
 - a. the conduct of the representative is determined by a court to have constituted willful misconduct or recklessness;
 - b. the conduct of the representative is based upon or attributable to his or her receipt from the corporation of a personal benefit to which the person is not legally entitled; or
 - c. such indemnification is expressly prohibited by applicable law or otherwise is unlawful.
2. The corporation shall indemnify a representative under the preceding provisions of this Section 9.2 only if the representative acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceedings, had reasonable cause to believe that his or her conduct was unlawful. Action with respect to an employee benefit plan taken or omitted in good faith by a representative in a manner that he or she reasonably believed to be in the best interests of the participants and beneficiaries of the plan shall be deemed to be action in a manner that is not opposed to the best interests of the corporation.
3. The corporation shall not indemnify a representative under the preceding provisions of this Section 9.2 with respect to any claim, issue or matter as to which the representative has been adjudged to be liable to the corporation in a proceeding brought by or in the right of the corporation to procure a judgment in its favor, unless (and then only to the extent) that the court of common pleas of the judicial district embracing the county in which the corporation's registered office is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all of the circumstances of the

case, the representative is fairly and reasonably entitled to indemnification from the corporation for the expenses that such court deems proper.

4. Unless ordered by court, any indemnification of a representative under the preceding provisions of this Section 9.2 shall be made by the corporation only upon a determination made in the specific case that such indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the preceding provisions of this paragraph. Such determination shall be made:
 - a. by the Elder Board by a majority vote of a quorum consisting of elders who are not, and have not been, parties to such action, suit or proceeding; or
 - b. if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested elders so directs, by independent legal counsel in a written opinion.
5. To the extent that a representative has been successful on the merits or otherwise in defense of any proceeding, or in defense of any claim, issue or matter therein, such representative shall be indemnified by the corporation against expenses (including without limitation attorneys' fees and costs of proceedings) actually and reasonably incurred by such person in connection therewith.
6. If a representative is entitled to indemnification under this Section 9.2 in respect of a portion, but not all, of a liability to which the representative is subject, the corporation shall indemnify the representative to the maximum extent for such portion of the liability.

C. Limitation on Indemnification.

Notwithstanding any other provision of this Article 9, the corporation shall not indemnify a representative under this Article 9 for any liability incurred in a proceeding which was initiated by the representative (which shall not be deemed to include counter-claims or affirmative defenses) or in which the representative participated as an intervenor or amicus curiae, unless such initiation of or participation in the proceedings is authorized, either before or after its commencement, by the member.

D. Advancement of Expenses.

The corporation shall pay, in advance of the final disposition of a proceeding described in Section 9.2 or the initiation of or participation in a proceeding authorized under Section 9.3, the expenses (including without limitation attorneys' fees and costs of proceedings) incurred in good faith in connection with such proceeding by the representative who is involved in the proceeding by reason of the fact that he or she is or was serving in an indemnified capacity. Such advancement of expenses shall be made by the corporation upon its receipt of an undertaking, satisfactory to the corporation, by or on behalf of the representative to repay to the corporation the amounts advanced by the corporation in the event it is ultimately determined that the representative is not entitled to indemnification under this Article 9.

E. Insurance.

To effect, secure or satisfy the indemnification and contribution obligations of the corporation, whether under this Article 9 or otherwise, the corporation from time to time may self-insure, obtain and maintain insurance or letters of credit, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or give a mortgage upon or a security interest in any property of the corporation, or use any other mechanism or arrangement, in such amounts, at such costs, and upon such other terms and conditions as and when the Elder Board shall determine. Absent fraud, the determination of the Elder Board with respect to such matters shall be conclusive against all security holders, officers and directors, and shall not be subject to avoidance or voidability.

F. Payment of Expenses.

A person who is entitled to indemnification or advancement of expenses from the corporation under this Article 9 shall receive such payment or advancement promptly after the person's written request therefore has been delivered to the secretary of the corporation.

G. Interpretation.

The provisions of this Article 9 shall constitute and be deemed to be a contract between the corporation and its representatives, pursuant to which the corporation and each such representative intend to be legally bound. Each person serving as a representative shall be deemed to be doing so in reliance upon the rights provided by this Article 9. The rights granted by this Article 9 shall not be deemed exclusive of any other rights to which persons seeking indemnification, advancement of expenses or contribution under this Article 9 may be entitled under any statute, agreement, vote of Elder Board members or disinterested directors, or otherwise, both as to action in an indemnified capacity and as to action in any other capacity. The rights to indemnification, advancement of expenses and contribution provided by this Article 9 shall continue as to a person who no longer serves as a representative, and shall inure to the benefit of his or her heirs and personal and legal representatives.

ARTICLE 10 – AMENDMENTS

Amendments to these Bylaws can only be made at a duly convened business meeting. The proposed amendment must have been properly presented at a previous business meeting and recorded in the minutes thereof at least twenty-eight (28) days before the vote to adopt. A three quarters (3/4) majority of the votes cast is necessary to amend these Bylaws.