

# BYLAWS OF OMNI FELLOWSHIP

In order to affirm and preserve the principles of our faith, to guarantee that this body may be governed in an orderly and efficient manner consistent with the Scriptures and applicable law, and for the purpose of preserving the unity of this church, the liberties inherent in each individual member, and the freedom of action of this body with respect to its relation to other churches of the same faith, we do declare and establish these By-Laws.

## 1. NAME AND PRINCIPAL OFFICE

The name of this religious nonprofit organization is Omni Fellowship. The principal office of the Church in the State of Texas shall be located in Cedar Hill, Dallas County, Texas. The Board of Elders of the Church (referred to hereinafter as the “Board of Elders” or “Elders”) shall have full power and authority to change any office from one location to another, either in Texas or elsewhere. The Church shall comply with the requirements of the Code and maintain a registered office and registered agent in Texas. The registered office may be, but need not be, identical to the Church’s principal office in Texas. The Board of Elders may change the registered office and the registered agent as provided in the Code.

## 2. STATEMENT OF FAITH AND BELIEFS

We recognize that the unity of the church universal is based solely on the person and work of Jesus and not on absolute agreement on other doctrines outside the atoning work of Jesus. While we as a local fellowship of believers understand that some believers do not agree with all of the following doctrinal beliefs, we ask that all incoming members agree with the following Statement of Faith:

**2.1. God is Triune.** There is one God: infinite, eternal, almighty and perfect in holiness, truth and love. In the unity of the godhead there are three Persons: Father, Son and Holy Spirit; co-existent, co-equal, co-eternal. The Father is not the Son and the Son is not the Holy Spirit, yet each is truly Deity. One God – Father, Son and Holy Spirit – is the foundation of Christian faith and life.

**2.2. God the Father.** God the Father is the Creator of heaven and earth. By His word and for His glory, He freely and supernaturally created the world from nothing. Through the same Word He daily sustains all His creatures. He rules over all and is the only Sovereign. His plans and purposes cannot be thwarted. He is faithful to every promise, works all things together for good to those who love Him, and in His unfathomable grace gave His Son Jesus Christ for mankind’s redemption. He made man for fellowship with Himself, and intended that all creation should live to the praise of His glory.

**2.3. Jesus Christ.** Jesus Christ, the only begotten Son of God, is the eternal Word made flesh, supernaturally conceived by the Holy Spirit, born of the Virgin Mary. He is perfect in nature, teaching and obedience. He is fully God and was fully man. He was always with God and is God. Through Him all things came into being and were

created. He was before all things and in Him all things hold together by the word of His power. He is the image of the invisible God, the first-born of all creation and in Him dwells the fullness of the godhead bodily. He is the only Savior for the sins of the world having shed His blood and died a vicarious death on Calvary's cross. By His death in our place, He revealed the divine love and upheld divine justice, removing our guilt and reconciling us to God. Having redeemed us from sin, on the third day He rose bodily from the grave, victorious over death and the powers of darkness and for a period of 40 days appeared to more than 500 witnesses performing many convincing proofs of His resurrection. He ascended into heaven where at God's right hand He intercedes for His people and rules as Lord over all. He is the Head of His body, the church, and should be adored, loved, served, and obeyed by all.

**2.4. The Holy Spirit.** The Holy Spirit, the Lord and Giver of life, convicts the world of sin, righteousness and judgment. Through the proclamation of the gospel He persuades mankind to repent of their sins and confess Jesus as Lord. By the same Spirit a person is led to trust in divine mercy. The Holy Spirit unites believers to Jesus Christ in faith, brings about the new birth and dwells within the regenerate. The Holy Spirit has come to glorify the Son who in turn came to glorify the Father. He will lead the church into a right understanding and rich application of the truth of God's Word. He is to be respected, honored, and worshipped as God the Third Person of the Trinity (Phil 1:6, Acts 1:5).

**2.5. The Scriptures.** We accept the Bible, including the 39 books of the Old Testament and the 27 books of the New Testament, as the written Word of God. The Bible is an essential and infallible record of God's self-disclosure to mankind. It is without error in its original translation. It leads us to salvation through faith in Jesus Christ. Being given by God, the Scriptures are both fully and verbally inspired by God. Therefore, as originally given, the Bible is free of error in all it teaches. Each book is to be interpreted according to its context and purpose and in reverent obedience to the Lord who speaks through it in living power. All Believers are exhorted to study the Scriptures and diligently apply them to their lives. The Scriptures are the authoritative and normative rule and guide of all Christian life, practice and doctrine. They are totally sufficient and must not be added to, superseded or changed by later tradition, extra-biblical revelation or worldly wisdom. Every doctrinal formulation, whether of creed, confession or theology must be put to the test of the full counsel of God in holy Scripture.

**2.6. Man.** God made man – male and female – in His own image, as the crown of creation, that man might have fellowship with Him. Tempted by Satan, man rebelled against God. Being estranged from his Maker, yet responsible to Him, he became subject to divine wrath, inwardly depraved and apart from a special work of grace, utterly incapable of returning to God. This depravity is radical and pervasive. It extends to his mind, will, and affections. Unregenerate man lives under the dominion of sin and Satan. He is at enmity with God, hostile toward God, and hateful of God. Fallen, sinful people, whatever their character or attainments, are lost and without hope apart from salvation in Christ.

**2.7. The Gospel.** Jesus Christ is the gospel. The good news is revealed in His birth, life, death, resurrection, and ascension. Christ's crucifixion is the heart of the gospel, His resurrection is the power of the gospel, and His ascension is the glory of the gospel. Christ's death is a substitutionary and propitiatory sacrifice to God for our sins.

It satisfies the demands of God's holy justice and appeases His holy wrath. It also demonstrates His mysterious love and reveals His amazing grace. Jesus Christ is the only mediator between God and man. There is no other name by which men must be saved. At the heart of all sound doctrine is the cross of Jesus Christ and the infinite privilege that redeemed sinners have of glorifying God because of what He has accomplished. Therefore, we want all that takes place in our hearts, churches, and ministries to proceed from and be related to the cross.

**2.8. Man's Response to the Gospel.** The proper response to the gospel is faith in the person and work of Jesus Christ, a faith that is naturally accompanied by repentance from sin. Biblical repentance is characterized by a changed life, and saving faith is evidenced by kingdom service or works. While neither repentance nor works save, unless a person is willing to deny himself, pick up his cross and follow Christ, he cannot become His disciple. This response to the gospel is rooted and grounded in the free and unconditional election of God for His own pleasure and glory. This gospel of grace is to be sincerely preached to all men in all nations.

**2.9. Man's Inheritance through the Gospel.** Salvation, the free gift of God, is provided by grace alone, through faith alone, because of Christ alone, for the glory of God alone. Anyone turning from sin in repentance and looking to Christ and His substitutionary death receives the gift of eternal life and is declared righteous by God as a free gift. The righteousness of Christ is imputed to him. He is justified and fully accepted by God. Through Christ's atonement for sin an individual is reconciled to God as Father and becomes His child. The believer is forgiven the debt of his sin and via the miracle of regeneration liberated from the law of sin and death into the freedom of God's Spirit.

**2.10. Sanctification.** The Holy Spirit is the active agent in our sanctification and seeks to produce His fruit in us as our minds are renewed and we are conformed to the image of Christ. Though indwelling sin remains a reality, as we are led by the Spirit we grow in the knowledge of the Lord, freely keeping His commandments and endeavoring to so live in the world that all people may see our good works and glorify our Father who is in heaven. All believers are exhorted to persevere in the faith knowing they will have to give an account to God for their every thought, word, and deed. The spiritual disciplines, especially Bible study, prayer, worship, and repentance, are a vital means of grace in this regard. Nevertheless, the believer's ultimate confidence to persevere is based in the sure promise of God to preserve His people until the end, which is most certain.

**2.11. Empowered by the Spirit.** The Holy Spirit indwells and empowers believers for Christian witness and service. The promise of the Father is freely available to all who believe in Jesus Christ, thereby enabling them to exercise the powers of the age to come in ministry and mission. The Holy Spirit desires to continually fill each believer with power to witness and imparts His supernatural gifts for the edification of the Body and the work of ministry in the world. All the gifts of the Holy Spirit at work in the church of the first-century are available today and are to be earnestly desired and practiced. They are essential in the mission of the church in the world today.

**2.12. The Church.** God by His Word and Spirit creates the church, calling sinful men out of the whole human race into the fellowship of Christ's body. By the same Word and Spirit, He guides and preserves that new redeemed humanity. The church is not a

religious institution or denomination. Rather, the church universal is made up of those who have become genuine followers of Jesus Christ and have personally appropriated the gospel. The church exists to worship and glorify God as Father, Son and Holy Spirit. It also exists to serve Him by faithfully doing His will in the earth. This involves a commitment to see the gospel preached and churches planted in the entire world for a testimony. The ultimate mission of the church is the making of disciples through the preaching of the gospel. When God transforms human nature, this then becomes the chief means of society's transformation. Upon conversion, newly redeemed men and women should a local church in which they devote themselves to teaching, fellowship, the Lord's Supper, and prayer. All members of the church universal are to be a vital and committed part of a local church. In this context they are called to walk out the new covenant as the people of God and demonstrate the reality of the kingdom of God. The ascended Christ has given gift ministries to the church (including apostles, prophets, evangelists, pastors, and teachers) for the equipping of Christ's body that it might mature and grow. Through the gift ministries all members of the church are to be nurtured and equipped for the work of the ministry. In the context of the local church, God's people receive pastoral care and leadership and the opportunity to employ their God-given gifts in His service in relation to one another and to the world.

**2.13. Sacraments of the Church.** Water baptism is only intended for the individual who has received the saving benefits of Christ's atoning work and become His disciple. Therefore, in obedience to Christ's command and as a testimony to God, the church, oneself, and the world, a believer should be immersed in water in the name of the Father, Son, and Holy Spirit. Water baptism is a visual demonstration of a person's union with Christ in the likeness of His death and resurrection. It signifies that his former way of life has been put to death and vividly depicts a person's release from the mastery of sin.

As with water baptism, the Lord's Supper is to be observed only by those who have become genuine followers of Christ. This ordinance symbolizes the breaking of Christ's body and the shedding of His blood on our behalf, and is to be observed repeatedly throughout the Christian life as a sign of continued participation in the atoning benefits of Christ's death. As we partake of the Lord's Supper with an attitude of faith and self examination, we remember and proclaim the death of Christ, receive spiritual nourishment for our souls, and signify our unity with other members of Christ's body.

**2.14. The Consummation.** The consummation of all things includes the visible, personal, and glorious return of Jesus Christ, the resurrection of the dead and the translation of those alive in Christ, the judgment of the just and the unjust, and the fulfillment of Christ's kingdom in the new heavens and the new earth. In the consummation, Satan with his hosts and all those outside Christ are finally separated from the benevolent presence of God, enduring eternal punishment, but the righteous, in glorious bodies, shall live and reign with Him forever, serving Him and giving Him unending praise and glory. Then shall the eager expectation of creation be fulfilled and the whole earth shall proclaim the glory of God who makes all things new.

**2.15. Marriage.** The testimony of the God-breathed Holy Scriptures is that the marriage covenant shall be reserved only for one man with one woman. It was our Creator, the Lord God, who decided the man should not be alone, who specifically fashioned the woman as the suitable helper for the man, who literally made the woman from a part of

the man and in the woman made the man complete, who designed sexual union to be with a husband cleaving to his wife as one flesh, who bestowed his divine blessing upon the unity of a man and a woman, who gave the man and the woman the ability to fulfill his charge to be fruitful and multiply and replenish the earth, and who ordained the pattern for human existence that a man and a woman would pair up and cleave to each other in one flesh. No other relationship can ever be the holy unity between one man and one woman established by our Creator, which the Apostle Paul frequently compared to the holy unity of Christ and the church, and man has no authority to alter the divine order of the unity between one man and one woman.

### **3. AUTONOMY**

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 and otherwise, this Church may voluntarily affiliate with any churches of like precious faith. This Church is affiliated with the Acts 29, Texas Baptist and the SBC.

### **4. PURPOSES**

The Church is formed for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, or Title 2, Chapter 22 of the Code, including any purpose described by Section 2.002 of the Code. The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

- To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.
- To help all people Believe, Live and Share the gospel of Jesus Christ.
- To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on worship services at the place of worship of the Church, and elsewhere.
- To collect and disburse any and all necessary funds for the mission, ministry, and maintenance of said Church and the accomplishment of its purpose within the State of Texas and elsewhere.
- To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. (f) This Church is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or

principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

## **5. POWERS AND RESTRICTIONS**

Except as otherwise provided in these Bylaws and in order to carry out the above stated purposes, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

- (a) The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Certificate of Formation or these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Certificate, the Church shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (b) In the event this Church is in any one year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: any act of “self dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent

federal tax laws; or making a taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

- (c) The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

## **6. MEMBERSHIP**

**6.1. Membership.** The Church shall have one class of membership. Membership in this Church shall consist of all persons who have met the qualifications of membership and are listed on the membership roll. Candidates for membership shall be presented to the Board of Elders for consideration. After approval by two-thirds (2/3) of the Board of Elders, the new members shall have all the rights, privileges and responsibilities of a member of the Church. The Board of Elders may adopt and amend application procedures for membership in the Church.

**6.2. Qualifications for Membership.** The minimum qualifications for membership are as follows:

- (a) A personal commitment of faith in Jesus Christ for salvation.
- (b) Baptism as a testimony of salvation;
- (c) Completion of the Church's membership process; and
- (d) A commitment to abide by the Church's membership covenant.

**6.3. Termination and Dismissal of Membership.** Members shall be removed from the Church roll for the following reasons: by personal request of the member; the transfer of membership to another church; death; or termination of membership by the Board of Elders as it deems necessary.

The Board of Elders may terminate a person's Church membership when, in the opinion of the Board of Elders, the member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the influence of the Church in the community. Dismissal of Church membership shall require the majority vote of the Board of Elders.

**6.4. Restoration of Membership.** Dismissed members may be restored by the Board of Elders according to the spirit of II Corinthians 2:7-8 and Galatians 6:1, when their life- styles are judged to be in accordance with the membership covenant. Restoration of Church membership shall require the vote of two-thirds (2/3) of the Board of Elders.

**6.5. Meetings for all church Members.** Meetings of the Membership may be called whenever deemed necessary by the Board of Elders. Membership meetings may be called at any time provided notice is given in a regular service prior to the meeting. Unless otherwise stated herein, meeting of the Church members shall be held in the main sanctuary of the Church or such other place or places as may be designated from time to time by the Board of Elders.

- (a) Moderator. The moderator shall establish the agenda, protocol, and rules of order for each meeting, and he shall conduct the meeting accordingly. The or other designee shall serve as the moderator at all Church membership meetings. In his absence a moderator *pro- tempore* (for the time) may be appointed by the Lead Pastor or Board of Elders.
- (b) Quorum. In all Church membership meetings, the quorum shall consist of those members who attend the membership meeting, provided it is a stated meeting or one that has been properly called.
- (c) Voting. All members in good standing, present in person, may vote on the removal of the Lead Pastor only, as described more fully in Paragraph 8.6 below. A vote of the membership duly taken and recorded shall constitute the binding position of the membership. A vote may be taken in any manner deemed expeditious by the moderator.
- (d) Proxies. Voting by proxy is prohibited.

**6.6. Notice of Religious Gathering.** The meetings of Omni Fellowship are private religious gatherings. The Church reserves the right to limit attendance to the Church members and guests, and may take any and all necessary and available actions against disruptive persons.

## **7. MANAGEMENT OF THE CHURCH BOARD OF ELDERS**

**7.1. Management.** Power to manage and govern the affairs of the Church is vested in the Board of Elders of the Church, except for powers granted to members by these Bylaws. The term “Board of Elders” shall mean Board of Elders as required by the Code.

**7.2. Number of Elders.** The Board of Elders shall consist of the Lead Pastor, and until changed by amendment of the Certificate of Formation or these Bylaws, such number of additional Elders as may from time to time be nominated and elected in accordance with these Bylaws, provided that the total number of Elders shall not be less than three (3).

**7.3. Term of Elders.** Each Elder, other than the Lead Pastor, shall hold office for a period of three (3) years or until his successor is elected, appointed, or designated herein, and may serve successive terms. The Lead Pastor shall be a full voting member of the Board of Elders.

**7.4. Chairman of the Board.** The Lead Pastor shall serve as the Chairman of the Board of Elders and shall preside at all the meetings of the Board of Elders. He shall have the power in his sole discretion to select an Appointee, who shall be endued with all powers of the Lead Pastor, in his absence, at any meetings of the Board of Elders or Committees. Any reference to the Lead Pastor in these Bylaws shall, by default, make reference to his Appointee.

**7.5. Powers.** The Board of Elders shall have all of the rights, powers, and responsibilities of a Board of Elders pursuant to the Code, subject to any limitations under the Code, the Certificate of Formation of the Church and these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Elders. The Board of Elders shall have final authority for affairs pertaining to property and other



temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Elders shall be responsible for the acquisition and disposition of Church property, other than real property, in conjunction with appropriate committees, which includes the management of its financial resources. The Board of Elders shall have the power to buy, sell, mortgage, pledge or encumber any Church property, excluding real property, and incur related indebtedness.

**7.6. Nomination and Election.** The Board of Elders shall accept nominations from the Membership of the Church, current members of the Elder Board, and individuals who desire to nominate themselves. The Elder Board shall then review all nominated individuals and create a list of final candidates for election. The Elder Board shall then conduct interviews with the final candidates and their spouses, and select a candidate or candidates for training. Elder Board candidates will then be trained for a minimum period of six (6) months, during which time the candidate(s) sit in on eldership meetings. After training, a final interview will be conducted with the candidate(s) and their spouse(s), who will then be presented to the Church Membership. Membership shall have thirty (30) days to bring any concern regarding the candidate(s) to the attention of the Elder Board. After the expiration of thirty (30) days, the candidates shall be presented for election at a regular or special meeting of the currently sitting Elder Board (2/3 votes). Elders are required to be active members of the Church.

**7.7. Vacancies.** The Membership of the Church, current members of the Elder Board and individuals who seek to fill a vacancy in the Elder Board shall be given a reasonable amount of time to nominate persons they deem qualified in accordance with these Bylaws to serve on the Board of Elders to fill any vacancy occurring on the Board of Elders, and any position to be filled due to an increase in the number of Elders serving. A vacancy is filled by the affirmative vote of the remaining Elders, even if it is less than a quorum of the Elders, or if it is a sole Elder. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**7.8. Meetings.** Regular or Special meetings of the Board of Elders may be held either within or outside the State of Texas, but shall be held at the Church's principal office in Texas if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Elders, 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 remote communication technology, as long as all Elders participating in the meeting can communicate concurrently with each other participant. All Elders shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the Board of Elders shall occur at least annually.

**(a) Regular Meetings.** Regular meetings of the Board of Elders may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Elders.

**(b) Special Meetings.** A special meeting of the Board of Elders may be called by the Lead Pastor or any two (2) Elders.

**(c) Notice of Special Meetings.**

(1) **Manner of Giving.** Notice of the date, time and place of special meetings shall be given to each Elder by one of the following methods: by personal

delivery of written notice; by first class mail, postage paid; by telephone communication, either directly to the Elder or to a person at the Elder's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Elder; by fax to the Elder's office or home; or by electronic mail ("e-mail").

(2) **Time Requirements.** Notices given by personal delivery, telephone, telecopier or e-mail shall be delivered, telephoned, faxed or e-mailed to the Elder or given at least twenty-four (24) hours before the time set for the meeting.

(3) **Notice Contents.** The notice shall state the date, 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. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

(4) **Waiver.** Attendance of an Elder at a meeting shall constitute waiver of notice of such meeting, except where the Elder attends a meeting for the express purpose of objecting that the meeting is not properly called.

**7.9. Action Without Meeting.** Any action required or permitted to be taken by the Board of Elders may be taken without a meeting, if all of the Elders, individually, or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Church.

**7.10. Quorum.** A majority of the number of Elders then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Elders. The Elders present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Elders leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Elders in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Elders present may adjourn and reconvene the meeting one time without further notice.

**7.11. Proxies.** Voting by proxy is prohibited.

**7.12. Duties of Elders.** The primary role of an Elder is to shepherd the flock of God. Also, Elders shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Elders may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors or experts such as accountants or legal counsel. An Elder is not relying in good faith if the Elder has knowledge concerning a matter in question that renders reliance unwarranted. Elders are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

**7.13. Delegation of Duties.** The Board of Elders is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate.

Elders have no personal liability for actions taken or omitted by the advisor if the Board of Elders acts in good faith and with ordinary care in selecting the advisor. The Board of Elders may remove or replace the advisor, with or without cause.

**7.14. Interested Parties.** Pursuant to the Code and the provisions of Article 11 below, a contract or transaction between the Church and an Elder of the Church is not automatically void or voidable simply because the Elder has a financial interest in the contract or transaction.

**7.15. Actions of Board of Elders.** The Board of Elders shall try to act by consensus. However, a two thirds of the Elders present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Elders unless the act of a greater number is required by law or the Bylaws. An Elder who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Elders.

**7.16. No Compensation.** Elders, including the Church Planter, shall not receive salaries or compensation for their services on the Board of Elders. The Board of Elders may adopt a resolution providing for payment to Elders for expenses of attendance, if any, at a meeting of the Board of Elders. An Elder may serve the Church in any other capacity and receive reasonable compensation for those services.

**7.17. Removal of Elders other than the Lead Pastor.** The Board of Elders may vote to remove an Elder, other than the Lead Pastor, at any time, by sufficient only (1 Tim. 5:19-20). A meeting to consider the removal of an Elder may be called and noticed following the procedures provided in these Bylaws. An Elder may be removed by the affirmative vote of two thirds (2/3) of the Elders. For provisions regarding removal of the Lead Pastor, see Section 8.6.

**7.18. Resignation of Elders.** Any Elder may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**7.19. Ecclesiastical Tribunal.** The highest ecclesiastical tribunal of the Church shall be the Board of Elders. The Board of Elders shall be the express and final arbiter of ecclesiastical polity, religious doctrine, questions of Church property, and shall make the final decision with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance in every respect. In deciding such matters, the Board of Elders shall use the standards of: the best spiritual, financial, and operating interests of the Church in light of the Holy Bible and the tenets of faith of the Church; and the furtherance of the religious purposes of the Church as discerned by the Elders according to the teachings of the Holy Bible.

**7.20. Church Questions.** In any case where a question arises regarding ecclesiastical polity, Christian doctrine, membership discipline, questions of Church property, or with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance by any member, congregant, visitor or other person who is ministered to during religious services held by the Church, or at other times, the Board of Elders shall decide such question by majority vote.

**7.21. Church Disruptions.** Any person deemed by the Board of Elders to: be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the Church; or pose a physical or psychological threat to any person or to

the Church; or be causing, about to cause, or capable of causing disruption to the religious services and activities of the Church shall be considered a trespasser on Church property and may be ejected summarily. No Elder shall incur any liability for acting in good faith in the interests of the Church pursuant to this section.

**7.22. Deadlock.** In the case where the Board of Elders shall, by reason of deadlock (whether because an even number of Elders is seated on the Board of Elders, or because certain Elders are absent even though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive vote on any issue before the Board of Elders, then, in such instance, the Lead Pastor-President or his Appointee, shall cast an additional ballot which shall be known as a “majority ballot,” so that an official act or decision may be taken by the Board of Elders. The majority ballot shall be cast in addition to the regular Elder’s vote cast by the Lead Pastor-President.

## **8. OFFICERS**

**8.1. Officer Positions.** The officers of the Church shall be the President, Secretary, Treasurer, and any other officers chosen at the discretion of the Board of Elders. A designated individual shall serve as the President of the Church and shall act as the moderator of the Church. The Board of Elders may appoint a member of the Church to act as moderator. In the event of a vacancy in the office of the appointed President, the Board of Elders shall appoint a member of the Church to act as moderator. The moderator shall establish the agenda, protocol and rules of order for each meeting and shall conduct the meeting accordingly. The Board of Elders may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions.

**8.2. Election and Term of Office.** The Lead Pastor of the Church is Devinion Valentine, and he shall hold office until he resigns, is removed pursuant to Section 8.6, or dies. In the event of a vacancy, for any reason, in the office of Lead Pastor, the Board of Elders shall immediately begin to review candidates to replace the Lead Pastor and nominate a new candidate for the office of Lead Pastor. The election on the candidate nominated by the Board of Elders shall take place at a meeting of the Membership called by the Board of Elders for the purpose of electing a new Lead Pastor. All other officers of the Church shall be appointed by the Board of Elders. The term of office of all offices other than that of Lead Pastor-President shall be one year; however, such officers may serve consecutive terms without limitation.

**8.3. Lead Pastor-President.** The Lead Pastor shall be the President of the Church and shall be in charge of all the ministries of the Church. The Lead Pastor or delegated leadership shall supervise and control all of the business and day-to-day affairs of the Church. The Lead Pastor or delegated leadership shall be responsible for hiring a staff of his choice and shall supervise directly or by delegation all staff members so hired. The Lead Pastor shall be vested with the authority, subject to any rights under any contract of employment, to terminate any staff member’s employment with or without cause. The Lead Pastor of the Church is responsible for leading the Church in accordance with Biblical principles as set forth in the New Testament. As such, the Lead Pastor or delegated leadership shall be the leader of the Church congregation,

the Church staff, all Church organizations, all Church ministries, the Board of Elders, and all Church Advisory Committees, to accomplish the New Testament purposes of the Church. The Lead Pastor is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President.

**8.4. Treasurer.** The Board of Elders shall appoint the Treasurer of the Church. The Treasurer of the Church shall: have charge and custody of and be responsible for all funds and securities of the Church; receive and give receipts for monies due and payable to the Church from any source; deposit all monies in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Elders; write checks and disburse funds to discharge obligations of the Church; maintain the financial books and records of the Church; prepare financial reports at least annually; perform other duties as assigned by the Lead Pastor or by the Board of Elders; if required by the Board of Elders, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Elders; and perform all of the duties incident to the office of treasurer.

**8.5. Secretary.** The Board of Elders shall appoint the Secretary of the Church. The Secretary of the Church shall: give all notices as provided in the Bylaws or as required by law; take minutes of the meetings of the members and of the Board of Elders and keep the minutes as part of the corporate records; maintain custody of the corporate records and of the seal of the Church; affix the seal of the Church to all documents as authorized; keep a register of the mailing, email address or phone number of each member, Elder, officer, and employee of the Church; perform duties as assigned by the Lead Pastor or by the Board of Elders; and perform all duties incident to the office of secretary.

**8.6. Removal of Lead Pastor-President.** Subject to the rights, if any, under any contract of employment with the Church, the Lead Pastor shall only be removed, by unanimous vote of the Board of Elders (excluding the Lead Pastor) as well as the affirmative vote of two-thirds (2/3) of the Membership of the Church present in person at a meeting of the Membership called for the purpose of considering the removal of the Lead Pastor. The Lead Pastor shall only be removed from office, subject to the terms of any employment agreement, for any of the following reasons: falling into sinful and worldly practices without repentance; engaging in conduct that could hinder the influence of the Church in its community; teaching doctrines inconsistent with The Holy Bible; neglect of duties; resignation; or death or disability.

**8.7. Removal of Other Officers.** All other Church officers may be removed, with or without cause, by a vote of the Lead Pastor and a two thirds (2/3) vote of the members of the Board of Elders.

**8.8. Resignation of Officers.** Any Officer may resign at any time by giving written notice to the Church. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**8.9. Vacancies.** A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office. Please refer to Omni's Elder document.

## **9. TRANSACTIONS OF THE CHURCH**

**9.1. Contracts and Legal Instruments.** Subject to Article 12, the Board of Elders may authorize an individual officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

**9.2. Deposits.** All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Board of Elders selects.

**9.3. Gifts.** The Board of Elders may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Board of Elders may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Certificate of Formation, state law, or any requirements for maintaining the Church's federal and state tax status.

### **9.4. Ownership and Distribution of Property.**

(a) The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

(b) "Dissolution" means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the Board of Elders; and any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Statement of Faith and basic form of Government.

**9.5. Approval of Purchases.** Any expenditures in excess of \$1,500.00 shall be subject to the prior approval of the Board of Elders.

**9.6. Whistleblower.** The Board of Elders shall establish policies and procedures (section 12) to allow and encourage any person having cause to believe that the

Church is involved in any activity or transaction that is in violation of the law to report that belief to the Board of Elders or its designated representative and to have all such reports thoroughly investigated and the results reported to the Board of Elders. The reporting person shall not be subject to retaliation for making a good faith report. The Board of Elders shall take any remedial or other corrective action that is appropriate for any reported violation that is found to be valid or accurate.

## **10. CONFLICT OF INTEREST POLICY**

**10.1. Purpose.** The purpose of the conflict of interest policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Elder or officer of the Church, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

### **10.2. Definitions.**

- (a) Interested Person. Any Elder, principal officer, or member of a committee with powers delegated by the Board of Elders, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - (1) An ownership or investment interest in any entity with which the Church has a transaction or arrangement;
  - (2) A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or
  - (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement. Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

### **10.3. Procedures.**

**Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Board of Elders.

- (a) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
- (b) Procedures for Addressing the Conflict of Interest.
  - (1) An interested person may make a presentation at the Board meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- (2) The chairman of the Board of Elders may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (3) After exercising due diligence, the Board of Elders shall determine whether the Church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Elders shall determine by a majority vote of the disinterested Elders whether the transaction or arrangement is in the Church's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

**(c) Violations of the Conflicts of Interest Policy.**

- (1) If the Board of Elders has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Elders determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**10.4. Records of Proceedings.** The minutes of the Board of Elders shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Elder's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**10.5. Compensation.**

- (a) A voting member of the Board of Elders who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the Board of Elders or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.



## 11. WHISTLEBLOWER POLICY

**11.1. Purpose.** The Church requires all of its Elders, Officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if an Elder, Officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its Elders, Officers, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual shall file a written complaint with either his or her supervisor or the Board of Elders of the Church. This policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

### 11.2. Procedure.

- (a) **Reporting Responsibility.** It is the responsibility of all of the Church's Elders, Officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church and to report violations or suspected violations in accordance with the Policy. If an Elder, Officer, employee, or volunteer of the Church reasonably believes that any policy, practice, or activity of the Church is in violation of any applicable law, regulation, policy, or procedure of the Church, then the Elder, Officer, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.
- (b) **Acting in Good Faith.** Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.
- (c) **Reporting Violations.** In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with a member of the Board of Elders. Elders are required to report suspected violations directly to the entire Board of Elders.
- (d) **Accounting and Auditing Matters.** The Board of Elders shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Board of Elders shall work until the matter is resolved.

- (e) **Evidence.** Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.
- (f) **Investigation of Complaint.** After receipt of the complaint, the Elder to whom the complaint was made shall provide the complaint to the entire Board of Elders. The Board of Elders shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Board of Elders shall receive a report on each complaint and a follow-up report on action taken.
- (g) **Handling of Reported Violations.** The Elder to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. A reporting individual who reasonably believes that s/he has been retaliated against in violation of this Policy shall follow the same procedures as s/he did when s/he filed the original complaint.

### 11.3. Safeguards.

- (a) **Confidentiality.** Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to:
  - The seriousness of the issue raised;
  - The credibility of the concern; and
  - The likelihood of confirming the allegation from documentation and/or other sources.Every effort will be made to protect the reporting individual's identity; though all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.
- (b) **No Retaliation.** No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Church who retaliates against a reporting individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Church representation.
- (c) **Harassment or Victimization.** Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying

out of routine disciplinary procedures by management as stated in the Church's employment policy.

- (d) **Malicious Allegations.** The Board of Elders recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and moral of the church or the reputation of the accused individual. The safeguards stated in this policy do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or dismissal of membership.

## **12. BOOKS AND RECORDS**

12.1. Required Books and Records. The Church shall keep correct and complete books and records of account.

12.2. Fiscal Year. The fiscal year of the Church shall begin on the first day of January and end on the last day in December in each year.

## **13. INDEMNIFICATION**

13.1. The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article. As described herein, requests for indemnification shall not be unreasonably withheld.

- (a) **Mandatory Indemnification.** To the maximum extent permitted by Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), the Church shall indemnify and advance expenses to any person who is or was a director (either elected or ex-officio) or officer of the Corporation, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

- (1) The Proceeding was instituted by reason of the fact that such person is or was an elder or officer of the Church; and
- (2) The elder or officer conducted himself in good faith, and he reasonably believed in the case of conduct in his official capacity with the Church, that his conduct was in its best interest; in all other cases, that his conduct was at least not opposed to the best interests of the Church; and in the case of any

criminal proceeding, that he had no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the director or officer did not meet the standard of conduct herein described.

- (b) **Permissive Indemnification.** The Church may, to the maximum extent permitted by Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Article 15, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Church and met the standards of conduct set forth in Article 15. The Church may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church to the extent doing so is consistent with public policy or as may be provided by these Bylaws, by contract, or by general or specific action of the Board of Elders.

## **14. NONDISCRIMINATION**

It is the policy of the Church not to discriminate on the basis of race, color, national origin, sex, age or disability in admission and access to, or treatment or employment in its program or activities, as required by section 504 of the Rehabilitation Act of 1973, as amended, the American with Disabilities Act, as amended (to the extent applicable to the Church's activities), Title IX of the Educational Amendments of 1972, as amended, Title VII of the Civil Rights Act of 1964, as amended, and the Age Discrimination Act of 1975, as amended, and their implementing regulations. As a religious institution, the Church is permitted to and reserves the right to prefer employees or prospective employees on the basis of religion.

## **15. MISCELLANEOUS PROVISIONS**

**15.1. Christian Standard Bible.** The Holy Bible referred to in these Bylaws is the CSB of the Old and New Testament of the Christian Faith, or any later translation which may be adopted or used by the Board from time to time.

15.2. Amendments to Bylaws. These Bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted by the unanimous consent of the Board of Elders.

**15.3. Construction of Bylaws.** These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid,

illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

**15.4. Seal.** The Board of Elders may provide for a corporate seal.

**15.5. Power of Attorney.** A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Church to be kept with the Church records.

**15.6. Parties Bound.** The Bylaws shall be binding upon and inure to the benefit of the Church members, Elders, officers, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

**15.7. Christian Alternative Dispute Resolution.** In keeping with 1 Corinthians 6:18, all disputes, other than those which are subject to the jurisdiction of the Board of Elders which may arise between any member of the Church and the Church itself, or between any member of the Church and any Pastor, Elder, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation, or similar faith-based mediation and arbitration group. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration. If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the church, and shall in no way affect the authority of the church to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

## **16. EMERGENCY POWERS AND BYLAWS**

An "emergency" exists for the purposes of this section if a quorum of the Elders cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Elders may: modify lines of succession to accommodate the incapacity of any Elder, officer, employee or agent; and relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Elders only needs to be

given to those Elders for whom such notice is practicable. The form of such notice may also include notice by text or email. One or more officers of the Church present at a meeting of the Board of Elders may be deemed Elders for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Elder, officer, employee or agent of the Church on the ground that the action was not authorized. The Board of Elders may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Elders, which may include provisions necessary for managing the corporation during an emergency including; procedures for calling a meeting of the Board of Elders; quorum requirements for the meeting; and designation of additional or substitute Elders. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of Omni Fellowship and that the foregoing Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted by the Board of Elders of the Church on 08.01.2013 .

SIGNES \_\_\_\_\_ . DATED: \_\_\_\_\_