

# BYLAWS OF PRIVATE

## Connecting the Body of Christ Fellowship

4214 Rosa L. Parks Avenue

Montgomery, Alabama 36105

### A Nonprofit Corporation

#### Vision Statement:

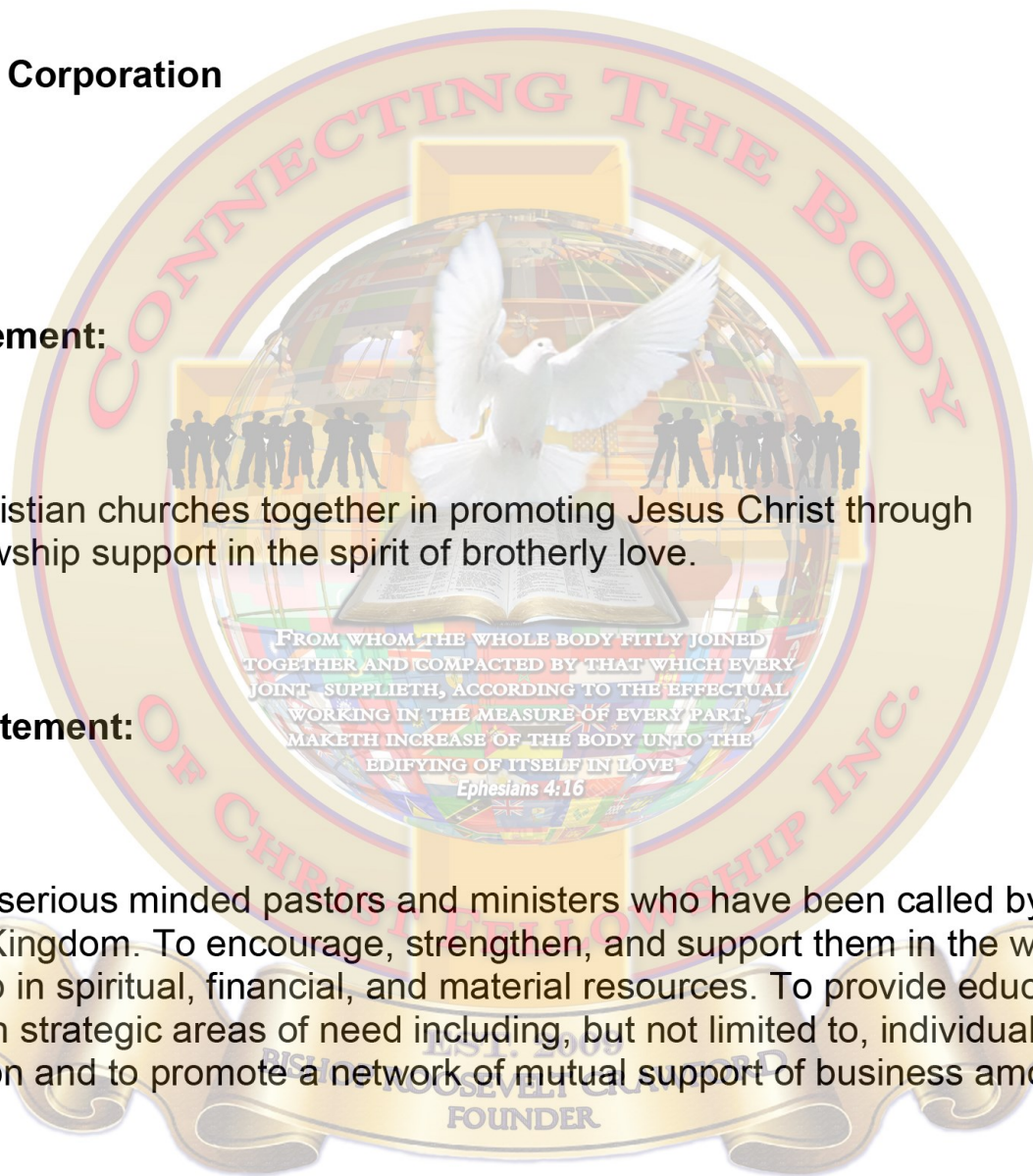
To bring Christian churches together in promoting Jesus Christ through holistic fellowship support in the spirit of brotherly love.

#### Mission Statement:

To seek out serious minded pastors and ministers who have been called by God to do a work in the Kingdom. To encourage, strengthen, and support them in the work by fellowship in spiritual, financial, and material resources. To provide education and counseling in strategic areas of need including, but not limited to, individual church administration and to promote a network of mutual support of business among the believers.

#### Non-Discrimination

Connecting The Body of Christ schools or community centers will not discriminate against religion, creed, color, race, or national origin. Connecting Life Sports and Family Resource Center is a subsidiary



of Connecting the Body of Christ Fellowship Inc. and therefore is govern by the same laws, rules, and regulations.

## ARTICLE I

### OFFICES

The principal office of the corporation, hereinafter referred to as "Connecting the body of Christ Fellowship", shall be located at the address set forth in the Articles of Incorporation. Connecting the Body of Christ Fellowship may have such other offices, either within or without the State of Incorporation, as the Board of Directors may determine from time to time. Chapters of Connecting the Body of Christ Fellowship may be established in each city throughout the United States and abroad.

## ARTICLE II

### TENETS OF FAITH AND DOCTRINE

Connecting the Body of Christ Fellowship is a church that accepts the Scriptures as the revealed Will of God, the all sufficient rule of faith and practice, and for the purpose of maintaining general unity, adopts these Statements of Fundamental Truths and Doctrine.

**Section 1. The Scriptures Inspired.** The Bible is the inspired Word of God, a revelation from God to man, the infallible rule of faith and conduct, and is superior to conscience and reason, but not contrary to reason. (2 Tim. 3:15 17; 1 Peter 1:23 25; Heb. 4:12)

**Section 2. The One True Godhead.** The triune Godhead is comprised of three (3) Manifestations, The Father, The Son, and The Holy Spirit, these three are one. Jesus Christ, who is God manifested in the flesh, is the second member of the Godhead, co equal and co eternal with The Father and The Holy Spirit.

**Section 3. Man, His Fall and Redemption.** Man was created good and upright, for God said, "Let us make man in Our image, after Our likeness". But, man, by voluntary transgression, fell and his only hope of redemption is in Jesus Christ the Son of God (Genesis 1:26 31, 3:1 7; Romans 5:12 21).

**Section 4. The Salvation of Man.**



(a) **Man's only hope of redemption is through the shed blood of Jesus Christ.** On the cross Jesus Christ became sin and sickness providing both salvation and divine healing for all mankind (Psalm 103:3), being justified freely by His Grace through the redemption that is in Christ Jesus. For by grace we are saved through faith. "The word is near you, in your mouth and in your heart that is, the word of faith which we are preaching, that if you confess with your mouth Jesus as Lord, and believe in your heart that God raised Him from the dead, you shall be saved; for with the heart man believes, resulting in righteousness, and with the mouth he confesses, resulting in salvation" (Romans 3:24; Ephesians 2:8; Romans 10:8 10).

(b) **The evidence of Salvation.** The inward evidence to the believer of his salvation, is the direct witness of the Spirit (Romans 8:16). The outward evidence to all men is a life of righteousness and true holiness. "And this is His commandment, that we believe in the name of His Son Jesus Christ, and love one another, just as He commanded us" (1 John 3:23).

(c) **Faith and Works.** Salvation is by faith in Jesus Christ and not by human works; however, our works will determine the rewards in eternity (Romans 10:9 10 and II Cor. 5:10).

**Section 5. Baptism in Water.** The ordinance of baptism by a burial with Christ should be observed as commanded in the Scriptures by all who have really repented and in their hearts have truly believed on Christ as Savior and Lord. In so doing, they declare to the world that they have died with Jesus and that they have also been raised with Him to walk in newness of life (Matt. 28:19; Acts 2:38 10:47, 48; Romans 6:4).

**Section 6. The Lord's Supper.** "And when He had given thanks, He broke it, and said, 'This is my body which is for you. Do this in remembrance of me.' In the same way also the cup, after supper, saying, 'This cup is the new covenant in my blood, Do this, as often as you drink it, in remembrance of me.' Let a man examine himself, and so eat of the bread and drink of the cup" (1 Cor. 11:24; 25, 28).

**Section 7. The Promise of the Father.** All believers are entitled to, and should ardently expect and earnestly seek, the promise of the Father, the Baptism in the Holy Ghost and Fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian church. With it comes the endowment of power for life and service, the bestowment of the gifts and their uses in the work of Connecting the Body of Christ Fellowship. (Luke 24:49; Acts 1:4 8; 1 Cor. 12:1 31). This wonderful experience is distinct from and subsequent to the experience of the new birth (Acts 2:38; 10:44 46; 11:14 16; 15:7 9).

**Section 8. The Evidence of the Baptism in the Holy Spirit.** The full consummation of the Baptism of believers in the Holy Spirit is evidenced by the initial physical sign of growth in the fruit of the Spirit and the empowerment of a Spiritual Gift. (Acts 2:4; 10:44 46; 19:2, 6; 1:8).



## Section

**9. Connecting the Body of Christ Fellowship.** Connecting the Body of Christ Fellowship consist of all Christian denominations and organizations that make up the body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of her great commission. Each believer, born of the Spirit, is an integral part of the general assembly and church of the firstborn, which are written in Heaven (Ephesians 1:22; 2:19 22; Hebrews 12:23). It shall be comprised of (3) branches: Executive, (President) Legislative, (Board of Directors) and Judiciary (Board of Bishops). Connecting the Body of Christ Fellowship shall seek to adopt and partner with similar organizations and visions throughout the United States and around the world.

## Section 10. Total Prosperity.

(a) Spiritual. John 3:3, 11; II Cor. 5:17 21; Romans 10:9 10.

(b) Mental. II Tim. 1:7; Romans 12:2; Isaiah 26:3.

(c) Physical. Isaiah 53:4, 5; Matt. 8:17; I Peter 2:24.

(d) Financial. III John 1:2; Malachi 3:10 11; Luke 6:38; II Cor. 9:6 10; Deut. 28:1 14.

(e) Social. Proverbs 3:4.

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**Section 11. Blessed Hope.** Jesus is coming again to gather all His Saints to Heaven (I Cor. 15:51 52; I Thess. 4:16 17; and II Thess. 2:1).

**Section 12. The Lake of Fire.** Those who have not accepted the redemptive work of Jesus Christ will suffer eternal separation from the Godhead. The devil and his angels, the beast and the false prophet, and anyone whose name was not found written in the book of life, shall be consigned to everlasting punishment in the lake of fire which burns with brimstone. This is the second death, the lake of fire (Rev. 19:20; 20:10 15).

**Section 13. The Millennial Reign of Jesus.** The return of our Lord Jesus Christ with His Saints from Heaven to rule and reign for one thousand years on earth as the Scriptures promised (Romans 11:25, 27; 2 Thess. 1:7; Rev. 19:11 16; 20:1 7). After this, there shall be a new heaven and a new earth (Rev. 21).



## Section 14. God's Ten Commandments

The Ten Commandments of God shall be our basic rule of law. Board of Directors shall make no law contrary thereof.

### Amendment 1:

#### Official stand against homosexual and lesbian activities

Connecting The Body of Christ Fellowship Inc. Reserves the right to uphold the Holy Bible stand against all homosexual and lesbian activities deeming gay marriages biblically unlawful and immoral according to said scriptures: Lev. 20:13, Gen. 19:4-5, 12-13, 1 Cor.6:9, and Rom. 1:26-27.

## ARTICLE III

### MEMBERSHIP

**Section 1.** You must be a Member to be a part of the Board of Directors, Executive and General Board of Bishops, Prophets, Apostles, Evangelist, Pastors/Elders, Teachers and laymen. Can obtain membership in Connecting the Body of Christ Fellowship.

**Section 2. Resignation.** Any member of Connecting the Body of Christ Fellowship may resign by filing a written resignation with the Secretary.

**Section 3. Transfer of Membership.** Membership can be transferable within the fellowship from chapter to chapter.

**Section 4. Church Membership:** Each church shall be autonomous and independently operated.



## ARTICLE IV

### BOARD OF DIRECTORS, Executive and General Board of Bishops

**Section 1. General Powers.** The business affairs of Connecting the Body of Christ Fellowship shall be managed by the Board of Directors whose members shall have a fiduciary obligation to Connecting the Body of Christ Fellowship. The Executive and General Board of Bishops shall manage all of the Episcopal and Ecclesiastical and Judiciary matters of Connecting the Body of Christ Fellowship, subject only to the president or presiding bishop. The General Board of Bishops may establish and acquire new churches, and missions. Establish and oversee an Elder Board, and all Evangelistic and Outreach work. Furthermore, Ordain and License, ministers and deacons, elevate and consecrate pastors to the bishopric. This board is subject to the Executive Board of Bishops.

**Section 2. Number, Term and Qualifications.** The number of Directors, Executive and General Board of Bishops shall be no less than three (3) and shall have no greater than (13) including the president with exception of the General Board of Bishops which shall be an unlimited number. The term of membership shall be for no greater than (2) four year consecutive terms for the Executive Board of Bishops only. They may be elected or appointed by the presiding bishop. The General Board may serve unlimited. The chairman of the General Board of Bishops shall be a continuous member of the Executive Board of Bishops. The Board of Directors shall be elected for a (2) year term, with the exception of the president who shall serve (2) consecutive four year terms. Those set forth in the Articles of Incorporation shall comprise the original Board of Directors. Any member of the Board of Directors must also be a member of Connecting the Body of Christ Fellowship.

**Section 3. Regular Meetings.** A regular meeting of the Board of Directors shall be held each year. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of Connecting the Body of Christ Fellowship in the absence of any designation in the resolution.

**Section 4. Special Meetings.** Special Meetings of the Board of Directors may be called by or at the request of any two (2) Directors, and shall be held at the principal office of Connecting the Body of Christ Fellowship or at such other place as the Directors may determine.

**Section 5. Notice.** Notice of the annual, regular or any special meeting of the Board of Directors shall be given by oral notice to each Director. The attendance of a Director at



any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**Section 6. Action by Unanimous Written Consent Without Meeting.** Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act and such statement shall be prima facie evidence of such authority.

**Section 7. Quorum.** A majority of the Board of Directors, Executive and General Board of Bishops shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Board are present at any meeting, a majority of the Board present may conduct and adjourn the meeting from time to time without further notice.

**Section 8. Board Decisions.** The act of a majority of the Directors, Executive and General Board of Bishops and all other boards present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

**Section 9. Vacancies, Additions, Elections and Removal.** Any vacancy occurring in the Board of Directors and any trusteeship to be filled by reason of an increase in the number of Directors shall be filled by the President with the advice and consent of a majority of the present Board of Directors. Directors shall be removed by the President with the advice and consent of the Board of Advisors. In the event all director positions shall become vacant, the Board of Elders shall act as Interim Board of Directors until the vacancies are filled.

**Section 10. Compensation.** Directors as such shall not receive any salaries for their services.



## ARTICLE V

### OFFICERS and Branches

**Section 1. Officers.** The officers of the corporation shall be a President, a Secretary, a Treasurer, one or more Vice Presidents and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

**Section 2. Election and Term of Office.** The officers of Connecting the Body of Christ Fellowship shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

**Section 3. Removal.** Any officer, with the exception of the President and Vice President, elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of Connecting the Body of Christ Fellowship would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the President for the unexpired portion of the term. If the vacancy to be filled is that of the President, it shall be filled by the Vice-President, a majority vote of the Directors, or his written successor.

**Section 5. Powers of Officers.**

(a) **The President:** The President shall be the chief executive officer of Connecting the Body of Christ Fellowship. He shall be a continuing member of the Board of Directors, Executive and General Board of Bishops. He shall have general management of the business of Connecting the Body of Christ Fellowship and general supervision of the other officers. He shall preside at all meetings of the Board of Directors and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of Connecting the Body of Christ Fellowship any specific powers, other than those that may be conferred only upon the President. He shall have **Veto Powers**. He shall



execute in the name of Connecting the Body of Christ Fellowship all deeds, bonds, mortgages, contracts and other documents authorized by the Board of Directors. He shall be an ex officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president or a corporation.

No person shall be invited to speak, teach or minister in Connecting the Body of Christ Fellowship conferences without the President's approval. He shall be designated attorney in fact for Connecting the Body of Christ Fellowship by virtue of his office. He shall have the authority to appoint and approve any assistants that would be necessary to properly carry out the work of the Lord. If the president is the founder, his/her appointment shall be for life.

(b)**The Vice President:** A Vice President shall perform the duties and exercise the powers of the President in case of his temporary absence from the office of Connecting the Body of Christ Fellowship, and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors. He shall serve as an ex officio member of the Board of Advisors; however, in the event of serving as interim president, he shall be a voting member of the Board of Advisors.

(c)**The Secretary:** The secretary shall attend all sessions of the Board held at the office of Connecting the Body of Christ Fellowship and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall perform like duties for the executive and standing committees when required. He shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board. He shall have custody of the seal and authority to execute all authorized documents requiring a seal. He shall keep the membership rolls of Connecting the Body of Christ Fellowship, and in general perform the duties usually incident to the office of secretary, and such further duties as shall from time to time be prescribed by the Board of Directors or the President.

(d)**The Treasurer:** The treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to Connecting the Body of Christ Fellowship, and shall deposit all moneys and other valuable effects in the name and to the credit of Connecting the Body of Christ Fellowship in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He shall disburse the funds of Connecting the Body of Christ Fellowship as may be ordered by the Board and shall render to the President and Directors at the regular meeting of the Board, and whenever they may require, accounts of all his transactions as treasurer and of the financial condition of Connecting the Body of Christ Fellowship. He shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors or by the President.



(e) **Delegating Powers to Other Officers:** In case of the absence of any officer of Connecting the Body of Christ Fellowship, or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate his duties and powers from the time being, to any other officer, or to any Director.

## Section 6 Power of Branches

(a) Executive

**The President** Shall have Veto Powers. He may select a cabinet. If the president is the founder, he/she shall have a lifetime appointment.

(b) Legislative

**Board of Directors** shall have power to make, remove, or amend laws as it relates to the affairs of Connecting the Body of Christ Fellowship.

(c) Judiciary

**Board of Bishops** shall have power to enforce by-laws, judge and arbitrate over all Episcopal and Ecclesiastical matters of Connecting the Body of Christ Fellowship. These branches (Mention above) shall be accountable in checks and balances to each other.

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## ARTICLE VI

### COMMITTEES, ELDERS, DEACONS, AND BOARD OF ADVISORS

**Section 1. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of Connecting the Body of Christ Fellowship; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

**Section 2. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of Connecting the Body of Christ Fellowship may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the congregation



of Connecting the Body of Christ Fellowship, and the President shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of Connecting the Body of Christ Fellowship shall be served by such removal.

**Section 3. Elders and Deacons.** Elders and/or deacons may be chosen by the Board of Directors from the membership of the congregation of Connecting the Body of Christ Fellowship who demonstrate that their lives conform to the Scriptural qualifications thereof, (I Tim. 3:2 7; Titus 1:6 9; I Peter :2 3). The Board of Elders shall rule and teach. The Board of Elders shall consist of pastors, Assistant pastors and pastoral appointees of any or all Christian denominations that make up Connecting the Body of Christ Fellowship, who meet the biblical qualifications of an Elder or Deacon. They are designated by the President or the General Board of Bishops. Elders and Deacons shall function to provide spiritual support to the President in the discipleship of new converts, praying for the sick (James 5:14), encouraging and developing spiritual gifts and ministries in the body, and to assist in the administration of the ordinances of Connecting the Body of Christ Fellowship. Their number and term of office shall not be predetermined. They shall have no vote on the Board of Directors; however, shall give counsel and mutual assistance to the Board of Directors and the President in the administration of business and work of Connecting the Body of Christ Fellowship as specifically assigned by the President/Presiding Bishop or General Board of Bishops.

**Section 4. Board of Advisors.** A Board of Advisors may be appointed as set forth below. It shall be the responsibility and privilege of the Board of Advisors to provide Godly counsel to the President/Presiding Bishop, Executive Board of Bishops, General Board of Bishops and the Board of Directors. Counsel shall be in organizational, financial, legal or other areas wherein the President determines professional counsel is needed and/or desirable. No minimum or maximum number of members of the Board of Advisors shall be established and the appointment to the Board and tenure thereon shall be at the pleasure and in the complete discretion of the President/Presiding Bishop. The advice and consent of the Board of Advisors shall be required to establish and/or change salary and other compensation payable to the President by the Board of Directors.

## ARTICLE VII

### MINISTERS

**Section 1. Ordination and Licensing.** The General Board of Bishops may ordain and/or license a person as minister of the Gospel after first examining the applicant's background, moral and religious character, and what previous Bible course and/or



independent study applicant has received. Final determination shall be within the absolute discretion of the General Board of Bishops.

**Section 2. Limitation.** The General Board of Bishops may, in the discretion of the Board, limit any licensee or ordainee to an area of special emphasis. The following areas are (although not intended to be inclusive) recognized by the Board of Bishops:

- (a) Music;
- (b) Youth;
- (c) Christian Education; and
- (d) Outreach
- (e) Evangelism
- (f) Missions of Connecting the Body of Christ Fellowship.

**Section 3. Application.** Application for ordination and/or licensing as a minister of the Gospel shall be on the form provided by the Board of Directors or General Board of Bishops. An applicant's application shall be either approved or denied within thirty (30) days of the completion of the investigation of the applicant. Those applicants who are approved shall receive a certificate evidencing the approval.

**Section 4. School of Connecting the Body of Christ Fellowship.** The Board of Directors or General Board of Bishops may establish a School of Connecting the Body of Christ Fellowship, setting forth a prescribed curriculum and course of study leading to ordination and licensing of ministers. The School of Connecting the Body of Christ Fellowship shall prepare the student in the knowledge of the Word of God and in ministering to the needs of mankind through the Gospel of Jesus Christ.

EST. 2009  
BISHOP ROOSEVELT CRAWFORD  
FOUNDER

## ARTICLE VIII

### COMPENSATION COMMITTEE

**Section 1. Responsibility.** A Compensation Committee shall be established with the sole and exclusive responsibility of setting compensation annually for fiduciaries of Connecting the Body of Christ Fellowship.



**Section 2. Committee Members.** This committee shall consist of no less than two (2) members and no more than five (5). Committee members shall not consist of any party who is a fiduciary or employee of Connecting the Body of Christ Fellowship or is currently or has in the past maintained a business relationship thereof. Committee members shall be selected for their experience with like kind ministries as well as for integrity and devotion to fulfilling the will of our Lord Jesus Christ.

**Section 3. Election of Committee Members.** Initial committee members shall be elected by the Board of Directors for two year terms of office, which shall commence immediately upon their election and terminate immediately following the second subsequent annual meeting of the voting membership and Directors of Connecting the Body of Christ Fellowship. Thereafter, the terms of office of each committee member shall commence upon election at said annual meeting and terminate immediately after the second subsequent annual meeting following said election, unless said committee member is re elected.

**Section 4. Removal of Committee Members.** Committee members may be removed by majority vote of the Board of Directors only for cause, including engaging in conduct that is detrimental to the image and purpose of Connecting the Body of Christ Fellowship. In no event may a committee member be removed for his deliberations and decisions regarding compensation of fiduciaries of Connecting the Body of Christ Fellowship. The unexpired term of office of any committee member so removed or resigning shall be filled by majority vote of the Board of Directors.

**Section 5. Compensation of Committee Members.** Fiduciaries of Connecting the Body of Christ Fellowship may not deliberate or vote upon their compensation levels, this being a function exclusively reserved to the Compensation Committee. However, the Compensation Committee may consider any dialogue or input by said member that shall bear upon the fiduciaries proper compensation level.

**Section 6. Fiduciaries.** The term "Fiduciaries," for purposes of this Article of the Bylaws, shall include only those parties receiving compensation who serve on the Board of Directors.

## ARTICLE IX

### AUDIT AND COMPLIANCE COMMITTEE

**Section 1. Audit and Compliance Committee.** The Board of Directors may, by resolution, establish an Audit and Compliance Committee consisting of no fewer than



two (2) members, each of whom shall be a member of the Board of Directors, and each of whom shall have all the powers and duties set forth below.

**Section 2. Election of Committee Members.** Members of the Audit and Compliance Committee shall be elected by a majority vote of the Board of Directors for a two (2) year term, subject to dismissal prior to the end of the term only by a majority vote of the Board of Directors or Trustees.

**Section 3. Date and Record of Meeting of Audit and Compliance**

**Committee.** Meetings of the Audit and Compliance Committee shall be held no less frequently than two (2) times a year. At least three (3) days before the date of each meeting, notice thereof shall be given by the Chairman of the Audit and Compliance Committee to each member of the Committee either orally or in writing. Minutes of each meeting shall be recorded by the Committee and reported to the Board of Directors no less often than two (2) times each year.

**Section 4. Compensation of Committee Members.** Members of the Committee shall receive no salary or other remuneration for their services to the Committee; provided, however, that each Committee member shall be entitled to be reimbursed for out of town out of pocket expenses associated with attendance at Committee meetings. The Committee member shall be required to submit a request for reimbursement with substantiating receipts to the Board of Directors prior to approval of such reimbursements.

**Section 5. Financial Audits.** It shall be the duty of the Committee to employ an independent accounting firm to conduct annual audits and to issue certified audits and financial reports. In addition, it shall be the duty of the Committee to ensure that the independent accounting firm receives such information and assistance as it may reasonably require of the officers and employees of Connecting the Body of Christ Fellowship.

**Section 6. Compliance Audits.** It shall be the duty of the Committee to employ an independent accounting firm to conduct annual compliance audits to determine if the organization is complying with the Internal Revenue Code and the rules and Regulations thereunto. Such audit shall specifically include the following:

- (a) A review of the total compensation and benefits paid to employees of Connecting the Body of Christ Fellowship who are also members of the Board of Directors;
- (b) An audit of the payment of corporate funds in excess of \$100,000 annually to any single vendor to determine whether any special relationship exists;
- (c) An audit of the use of corporate aircraft to determine whether such use is being limited to exempt purposes and whether the use is being properly documented;



(d)An audit of the use of automobiles for exempt purposes and whether the use is being properly documented;

(e)an audit of the purchase and use of clothing for Connecting the Body of Christ Fellowship activities to determine whether the use of clothing is being tagged, inventoried and stored in segregated facilities and whether such purchases and use is properly documented;

(f)an audit of the provision of housing to employees of Connecting the Body of Christ Fellowship who are also members of the Board of Directors and other employees who receive compensation which is in the top ten percent (10%) of the compensation paid to individual employees to determine whether the provision of such housing is serving exempt purposes and is being properly documented;

(g)An audit of gifts received by principal officers and employees to ensure that the gift policy of Connecting the Body of Christ Fellowship is being complied with; and

(h)An audit of all exchanges, purchases or sales of real and personal property exceeding \$25,000 in value.

(i)It shall be the further duty of the Audit and Compliance Committee to ensure that policies adopted by the Board of Directors/Trustees regarding conflict of interest and the purchase of real or personal property is fully observed.

**Section 7. Compliance Audits for Open Years.** It shall be the duty of the Committee to employ an independent accounting firm to conduct compliance audits covering substantially the same areas described in Section 6, above.

**Section 8. Compliance Reporting.** It shall be the duty of the Committee to report its actions for consideration at the annual meeting of the Board of Directors.

## ARTICLE X

### INDEMNIFICATION, INSURANCE AND LIABILITY

#### INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHER PERSONS

**Section 1.** Connecting the Body of Christ Fellowship shall advance necessary funds or indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right



of Connecting the Body of Christ Fellowship) by reason of the fact that the person is or was a Director or officer of Connecting the Body of Christ Fellowship, or is or was serving at the request of Connecting the Body of Christ Fellowship as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding. The termination of any action, suit or proceeding by judgment, order, settlement, 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 which he reasonably believed to be in or not opposed to the best interests of Connecting the Body of Christ Fellowship, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 2.** Connecting the Body of Christ Fellowship shall advance funds or indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of Connecting the Body of Christ Fellowship to procure a judgment in its favor by reason of the fact that he is or was a Director or officer of Connecting the Body of Christ Fellowship, or is or was serving at the request of Connecting the Body of Christ Fellowship as a Director, officer or representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action or suit by or in the right of Connecting the Body of Christ Fellowship.

**Section 3.** Indemnification under Sections 1 and 2 of this Article shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court of competent jurisdiction to have constituted willful misconduct or recklessness.

**Section 4.** Expenses incurred in defending a civil or criminal action, suit or proceeding of the kind described in Sections 1 and 2 of this Article shall be paid by Connecting the Body of Christ Fellowship in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of the person who may be entitled to indemnification under those Sections, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by Connecting the Body of Christ Fellowship.

**Section 5.** Connecting the Body of Christ Fellowship may, at the discretion of and to the extent and for such persons as determined by the Board of Directors, (i) indemnify any person who neither is nor was a Director or officer of Connecting the Body of Christ Fellowship but who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding,



whether civil, criminal, administrative or investigative (and whether brought by or in the right of Connecting the Body of Christ Fellowship), by reason of the fact that the person is or was a representative of Connecting the Body of Christ Fellowship, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding; and (ii) pay such expenses in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that such person is not entitled to be indemnified by Connecting the Body of Christ Fellowship.

**Section 6.** Any right to indemnification provided in this Article shall continue as to a person who has ceased to be a Director or officer of Connecting the Body of Christ Fellowship and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 7.** Nothing herein contained shall be construed as limiting the power or obligation of Connecting the Body of Christ Fellowship to indemnify any person in accordance with applicable state law provisions as amended from time to time or in accordance with any similar law adopted in lieu thereof.

**Section 8.** Connecting the Body of Christ Fellowship shall also indemnify any person against expenses (including attorneys fees), actually and reasonably incurred by him in enforcing any right to indemnification under this Article, under Connecting the Body of Christ Fellowship's state nonprofit corporation law as amended from time to time or under any similar law adopted in lieu thereof.

**Section 9.** Any person who shall serve as Connecting the Body of Christ Fellowship's President, a Director, officer, employee or agent of Connecting the Body of Christ Fellowship or who shall serve at the request of Connecting the Body of Christ Fellowship, as a Director, officer, employee or agent of another corporation, joint partnership, joint venture trust or other enterprise shall be deemed to do so with knowledge of and in reliance upon the rights of indemnification provided in this Article, under applicable state law indemnification provisions as amended from time to time and in or under any similar law adopted in lieu thereof.

## ARTICLE XI

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS



**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of Connecting the Body of Christ Fellowship, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Connecting the Body of Christ Fellowship, and such authority may be general or may be confined to specific instances.

**Section 2. Checks, Drafts, or Orders.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Connecting the Body of Christ Fellowship shall be signed by such officer or officers, agent or agents of Connecting the Body of Christ Fellowship, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by either the treasurer or the President of Connecting the Body of Christ Fellowship.

**Section 3. Deposits.** All funds of Connecting the Body of Christ Fellowship shall be deposited from time to time to the credit of Connecting the Body of Christ Fellowship in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of Connecting the Body of Christ Fellowship any contribution, gift, bequest or devise for any purpose of Connecting the Body of Christ Fellowship (Mal. 3:10; Luke 6:38; I Cor. 16:1; and II Cor. 9:6 8).

## ARTICLE XII

### BOOKS AND RECORDS

Connecting the Body of Christ Fellowship shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the Board of Directors members entitled to vote. All books and records of Connecting the Body of Christ Fellowship may be inspected by any member or his agent for any proper purpose at any reasonable time.



## ARTICLE XIII

### FISCAL YEAR

The fiscal year of Connecting the Body of Christ Fellowship shall be the calendar year.

## ARTICLE XIV

### DISSOLUTION

**Section 1.** Upon the dissolution of Connecting the Body of Christ Fellowship, the Board of Directors shall, after the payment of all the liabilities of Connecting the Body of Christ Fellowship, dispose of all of the assets of Connecting the Body of Christ Fellowship exclusively for the purposes of Connecting the Body of Christ Fellowship in such manner, or to such organization or organizations organized and operated exclusively for the purposes of Connecting the Body of Christ Fellowship in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

**Section 2.** No part of the net earnings of Connecting the Body of Christ Fellowship shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that Connecting the Body of Christ Fellowship shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of Connecting the Body of Christ Fellowship. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of Connecting the Body of Christ Fellowship, shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal Income Tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).



# ARTICLE XV

## SEAL

The Board of Directors shall provide a corporate seal, which shall be as set forth below.

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