



BYLAWS
OF
PATHWAY CHURCH

PREAMBLE

These Bylaws were adopted by the members of the church and are subject to the approval of the church members. The church is a non-profit organization and is not a charitable organization. The church is a religious organization and is not a charitable organization. The church is a religious organization and is not a charitable organization.

ARTICLE I
PURPOSE AND SCOPE

The purpose of the church is to provide a place of worship and a community of believers. The church is a non-profit organization and is not a charitable organization. The church is a religious organization and is not a charitable organization.

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Pathway Church
Hello@pathwayvb.com

BYLAWS
OF
PATHWAY CHURCH
a Florida Nonprofit Religious Corporation

PREAMBLE

These Bylaws presuppose the Holy Bible constitutes the only and all sufficient rule of faith and practice for this Church. Therefore, in all things pertaining to system and order, the New Testament, that part of God's Word which describes and defines the Christian Church and its functioning, shall be the Church's guide when its teaching is clearly apparent. These Bylaws are only to provide direction to the Church in other matters not specifically addressed by the New Testament and to fulfill necessary legal and business requirements.

ARTICLE 1
LOCATION OF OFFICES

The name of this corporation is the First Church of God of Vero Beach, Inc., dba Pathway Church, hereafter referred to in these Bylaws as Pathway Church or Church. It is a Florida nonprofit religious corporation with principal offices in Indian River County, Florida.

The principal office is located at:

1105 58th Ave.
Vero Beach, FL 32966

The Church may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2
PURPOSE AND ORGANIZATIONAL PRINCIPLE

The purpose for which this corporation is formed is to glorify God by establishing a local congregation of the church of Christ, which will carry out the great commission of the Lord Jesus Christ as revealed in the New Testament (Matthew 28:18-20 and Mark 16:15-16). This congregation will provide opportunity for Christian people to continue steadfastly in the apostles' teaching, fellowship, breaking of bread and prayers (Acts 2:42), and prepare them for works of service (Ephesians 4:12). This corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. The Church has been incorporated in the State of Florida for legal purposes, but said incorporation shall, in no way, interfere with the spiritual organization of the local church as given in the New Testament.

The basic organizing principle of these Bylaws is to provide a stable and effective organizational structure to aid this Church in accomplishing its mission. This principle is best fulfilled when the Board of Directors (herein also known as the Board), Staff, and Congregation understand their distinct and effective roles for church health, church growth, and church multiplication. These Bylaws shall be reviewed annually for any changes to the structure that may increase the effectiveness of the Lead Pastor and the Church. The roles of the Congregation may best be understood as follows:

- a. The role of the Congregation is to serve as the primary ministers of the Church.
- b. The role of the Board is to establish Guiding Principles for the Lead Pastor's leadership.
- c. The role of the Lead Pastor is to lead the Church to accomplish its mission.
- d. The role of the Staff is to manage the ministries of the Church, as directed by the Lead Pastor.

ARTICLE 3

STATEMENT OF FAITH AND AFFILIATION

Section 3.1 Statement of Faith

The Church is committed to the historic orthodoxy of the Christian faith. This precious faith includes the full and final authority of the Bible as the rule and guide for the life of the Church as well as the believer. We believe there is one God, eternally existent in three persons: Father, Son, and Holy Spirit. We believe in the present reality and empowerment of the Holy Spirit for living a holy life. We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory. We believe that for the salvation of lost and sinful people, regeneration by the Holy Spirit is absolutely essential. We believe salvation by grace through faith in Christ alone is for all people who will believe. Our precious faith sustains the dignity of all human life, both born and unborn. It further affirms the position that human sexuality is designed for physical expression only in the bonds of marriage, between a man and a woman. We believe that God wonderfully and immutably creates each person as male or female, and that one's biological gender should not be rejected. We believe in the spiritual unity of believers in our Lord Jesus Christ.

Section 3.2 Affiliation

This Church voluntarily participates in fellowship with the General Assembly of the Church of God, with general offices in Anderson, Indiana.

Section 3.3 Compliance

This Church agrees to submit to the most current edition of the National Credentials Manual of the General Assembly of the Church of God, Anderson, Indiana.

Section 3.4 Express Policies of the General Assembly, Anderson, Indiana

Pathway Church reserves the right to restrict the use of all properties owned from any event or program (including same-sex weddings) judged by the Board to be at odds with the mission or teachings of the congregation and/or with the Church of God movement (Anderson, IN), represented formally by the actions of the movement's General Assembly in North America.

ARTICLE 4 MEMBERSHIP

Section 4.1 Spiritual Membership

Spiritual Membership in this Church shall be open to all persons who profess an experience of salvation through our Lord, Jesus Christ, take the New Testament as their rule of faith and practice, and choose to voluntarily affiliate themselves with this body of believers.

Section 4.2 Voting Membership

Voting Membership in this Church shall be restricted to those who meet the following requirements:

- a. Agree with the positions taken in Article 3;
- b. Are eighteen (18) years of age or over at the time of voting;
- c. Have worshipped regularly with this Church for a period of six (6) months preceding the business meeting at which they exercise rights of voting membership or who consider Pathway Church their church home for any six (6) months of the year. The meaning of regular is defined by the Board and is in keeping with standard practice for other Church of God congregations;
- d. Give faithfully and regularly (10% tithe recommendation) to this Church, as evidenced by church records; and
- e. Have lived during that six (6) month period in harmony with the standards of God's Word as held by Pathway Church.

Section 4.3 Official Roll

The Secretary of this Corporation shall keep, or cause to be kept, a list of the names of the voting members. This list shall be revised and furnished to the Chairman of the Board at the beginning of any meeting in which voting occurs. Members whose names do not appear on the approved voting list are considered to have not met the criteria noted in Article 4, Sections 1 and 2.

Section 4.4 Extension and Challenge of Voting Privilege

The right to vote of a member in session may be challenged by any member in good standing in the Church. The question of eligibility will be decided in accordance with Article 7.

Section 4.5 Religious Standing

The rules and conventions for membership listed herein shall apply to the business and corporate life of the Church and do not affect in any way the religious standing, rights, or privileges as a member in the Body of Christ.

ARTICLE 5 BOARD OF DIRECTORS

Section 5.1 Number of Board Members

The corporation shall have at least five (5) and up to a maximum of seven (7) board members. These board members shall collectively be known as the Board of Directors (synonymous with Church Board, Elders, and other such Biblical designations). If the number of members falls below five (5), prompt action shall be taken to elect or appoint new members (Article 5, Section 8).

Section 5.2 Members of the Church Board

The Church Board shall be comprised of the Lead Pastor and the Board of Directors. The Chairman of the Board shall be selected by majority vote of all Board members. The Board is accountable to the Church.

Section 5.3 Duties and Powers

Subject to limitations of the Articles of Incorporation, these Bylaws, and pertinent restrictions of Florida Law, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following duties and powers in addition to the other duties and powers enumerated in these Bylaws:

- a. To make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the Articles of Incorporation, and generally to conduct, manage, and control the activities and affairs of the corporation and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or these Bylaws, as they deem best.
- b. To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- c. To borrow money and incur indebtedness for the purposes of the Church, provided debt is not in excess of five (5) years or a per year amount is not in excess of ten (10) percent of the Annual General Operating Budget, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.
- d. To carry on business at a profit and apply any such profit that results from the business activity to any activity in which it may legally engage without jeopardizing the nonprofit status of the corporation, to the extent permitted by the exempt status of the organization.
- e. To be spiritual leaders of the congregation, including the resolution of disputes.
- f. To establish Mission Principles, Boundary Principles and Accountability Principles for the Lead Pastor (Article 8, Section 5).
- g. To select one of the members of the Board to serve as Chairman of the Board.
- h. To appoint committees to assist the Board, as needed.
- i. In the absence of a Lead Pastor, the Board, or their appointee, shall assume the duties formerly assigned to the Lead Pastor.

Section 5.4 Selection of the Church Board

No less than ninety (90) days before the Annual Meeting (Article 7), the Board shall appoint a Subcommittee to provide oversight and vetting of the Board selection process. This team shall consist of at least one (1) Board member, one (1) pastor, and no less than four (4) congregational participants.

An announcement shall be made to the Church for consideration of Board applicants at the worship service(s) as determined by the Board. Congregants as well as Board members can identify potential Board members and ask them to submit their names for consideration in the general manner noted below, but in accordance with whatever manner the Board prescribes:

- a. Submit the names of interested persons for consideration.
- b. Such names will be screened to determine if each person meets the qualifications.
- c. An application packet will then be given to the potential candidate and returned as arranged.
- d. The Subcommittee will further review the applicants for suitability for presentation to the Board.

- e. The Board will then conduct a final review and move forward to the ballot the names approved by unanimous vote minus one.
- f. The approved names will be submitted to the congregation for review at least two weeks prior to the day on which the congregation shall vote on the ballot.
- g. The Board may determine which format to choose for the ballot, whether that is a vote between a variety of names or the ratification of a set pool of names and whether by verbal or written ballot.
- h. Those persons receiving a seventy-five (75) percent vote in accordance with the terms set forth by the Board shall be welcomed to the Board. Their term will begin on the date set by the Board as advertised to the Church.

Section 5.5 Qualifications

The qualifications for Board Members of this congregation shall be as follows. All Board Members shall:

- a. Meet all the requirements of membership as detailed in Article 4.
- b. Fully agree with and support the purpose, vision, and values of the corporation.
- c. Affirm their agreement with the Statement of Faith of the corporation and behave in a manner that is consistent therewith.
- d. Meet the spiritual qualifications as defined in 1 Timothy 3:2-7 and Titus 1:6-9.
- e. With the exception of the Lead Pastor, Board Members shall not be a member of the pastoral or non-pastoral staff.
- f. No more than one (1) member of any immediate family, defined to include spouse, parent, child or sibling, shall serve concurrently as a Board Member.

Section 5.6 Term of Office

A Church Board Member shall serve for a term of three (3) years. The terms of the Board Members shall be arranged in such a manner as to have staggered terms so that approximately one-third ($\frac{1}{3}$) of the Board shall complete their term of office each year. A Board Member may serve two (2) consecutive terms and must be off the Board for one (1) year before returning.

Section 5.7 Removal of Board Members

The Church Board may remove a Board Member from their position under the following conditions:

- a. The Board Member misses four (4) or more board meetings in a calendar year.
- b. The Board Member becomes physically incapacitated.
- c. The Board Member does not meet the qualifications in Section 5.5.
- d. The Board Member is found to have engaged in activities that are directly contrary to the interests of the corporation.

Before any such removal occurs, the Board Member shall be advised of the allegation and the basis for the allegation and shall be given an opportunity to present any contrary evidence or explanation to the Board. Removal must be approved by a seventy-five (75) percent vote of all members of the Board (whether present or not), excluding the Board Member being removed.

The Church may remove any or all members of the Church Board by a seventy-five (75) percent majority vote of the members present at the Annual or a Special Business Meeting of the Church.

Section 5.8 Filling of Vacancies

If a Board Member resigns or is removed from office, the remaining Board Members may leave that position vacant or may provisionally appoint another individual to serve as a Board Member until the next Annual Meeting of the Church, as long as that individual meets the qualifications set forth in Article 5, Section 5 above. However, if there are less than two elected Board Members, the Lead Pastor shall appoint one or more individuals to serve as members of the Board until such time as there are two or more elected Board Members.

Section 5.9 Rights of Inspection

Every member of the Church Board shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the corporation for a purpose reasonably related to that person's interest as a Board Member.

Section 5.10 Compensation

Members of the Church Board shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties, if directed by the Board.

Section 5.11 Meetings of the Church Board

Meetings shall be conducted by the Chairman of the Board as needed and determined by the Chairman of the Board.

- a. Regular meetings of the Board shall take place at least once each calendar quarter and at other times as needed when called by the Lead Pastor or the Chairperson.
- b. The Chairman of the Board shall determine and provide notice as to the location of each meeting.
- c. A simple majority of the members of the Board, which includes participation by electronic or written means, shall constitute a quorum.
- d. Meeting notices shall be sent at least one (1) week in advance of the proposed Board meeting. Conveyance of meeting notice may be by United States mail or by electronic means or as required by the Board at a regular meeting of the Board. Meeting notice may be waived if a seventy-five (75) percent majority vote of the Board so approve.
- e. Action of the Board shall be by simple majority of all Board Members, whether or not present and voting. Voting shall be conducted in a similar manner as a congregational vote, described in Article 7 of these Bylaws or as required by Florida State law.

Section 5.12 Liability and Insurance

Members of the Church Board and Directors of the Corporation shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 6

OFFICERS OF THE CORPORATION

Section 6.1 President of the Corporation

The Chairman of the Board is hereby designated as the President of the Corporation.

The President, or their designee, shall call and preside over Board meetings and the congregational Annual Meeting. The President works with the Board, Staff, and congregation to further the corporation's mission and ensure Board resolutions are carried out. The President is responsible for ensuring that the Board of Directors and its members are aware of and fulfill their governance responsibilities; comply with applicable laws and bylaws; and are accountable for their performance.

Section 6.2 Secretary of the Corporation

The Church Board shall appoint the Secretary from within the Board.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board may order, of all meetings of the Board, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Florida the original, and a copy of the Articles of Incorporation and Church Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and the Annual Meeting of the Church, and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as prescribed by the Board.

Section 6.3 Treasurer

The Church Board shall appoint the Treasurer from within the Board. The Board may appoint one or more congregational members as Assistant Treasurers to assist the Treasurer.

The Treasurer shall regularly review and periodically give reports to the Board on the financial policies of the Church, including, but not limited to, the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error, proper segregation of duties, the procedure used to deposit monies and other valuables in the name and to the credit of the corporation with depositories designated by the Board, the counting and depositing of contributions, the process of making payment of salaries and other expenditures, the maintenance of financial records, the result of any external financial review, the issuing of financial reports and the issuing of annual contribution statements, and filing tax returns and other information required by the state and federal government. The books of account shall at all reasonable times be open to inspection by the Treasurer, any Assistant Treasurer, and any Board Member. Upon the Treasurer's request, the appropriate member of the Church Staff shall give an account of all of the corporation's transactions and of the financial condition of the corporation. The Treasurer shall supply a report to the Church at its Annual Meeting in the manner directed by the Board. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 6.4 Removal from Office

Any officer may be removed, either with or without cause, by the Board of Directors at any time by a simple majority vote. Any officer may resign at any time by giving written notice to the Board of Directors or to the President of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.5 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer, shall be filled by the Board of Directors in accordance with these Bylaws until the next Annual Meeting of the Church.

ARTICLE 7
Meetings of the Church

Section 7.1 Annual Meetings

The Church shall convene annually during the last quarter of the calendar year on a date determined by the Board. The main purpose of this meeting is to approve the annual budget and ratify the Church Board Members.

Section 7.2 Notice and Location

A notice of such meeting shall be given at least two (2) weeks prior to the meeting. The location of the Annual Meeting shall be determined by the Board and included with the official notice.

Notification of membership meetings shall be given in the following ways:

- a. Delivery by email or United States mail to each member not having a valid email address such that all members on the membership roll receive due notification; and
- b. Church announcements through the typical means of conveyance of such information.

Responsibility for correct addresses, whether electronic or mailbox (street or post), belongs to the member.

Section 7.3 Calendar

The Church shall function on a calendar year.

Section 7.4 Special Meetings

Special meetings, if called, shall be called at the direction of the Church Board. A request for a special meeting may be called upon the written request of ten (10) percent of voting members. This request must be presented to the Church Board and must state the purpose for which the meeting is solicited. The parties calling the meeting shall try to resolve the presenting issue with the Church Board; but if the issue so stated cannot be resolved during the presentation to the Church Board, the President shall call a special business meeting of the Church.

The purpose of the meeting shall be stated in the call. Except in the case of emergency, as so agreed and decreed by the Board, at least fourteen (14) days shall be given prior to the meeting.

Section 7.5 Quorum

A quorum shall consist of ten (10) percent of voting members (see Article 4). This quorum shall apply to all called meetings of the Church, unless otherwise specified in these Bylaws.

Section 7.6 Church Vote

Recognizing the role of the membership of the Church in discerning the will of God in major decisions of the Church, the following items require a Church vote in a duly called business meeting:

- a. Call of a Lead Pastor;
- b. Appeal from the removal of a Lead Pastor, if requested pursuant to Article 8, Section 4.
- c. Purchase or sale of primary real property or buildings;
- d. Incurring long-term debt in excess of five (5) years or a per year amount in excess of ten (10) percent of the Annual General Operating Budget;
- e. Approval of the Annual General Operating Budget;
- f. Approval of the Church Board Members;
- g. Alteration, amendment or repeal of the Bylaws;
- h. Dissolution of the corporation.

The Church Board shall be responsible for all improvements and maintenance of the Church property. Any expenditure for maintenance (i.e., unforeseen, unbudgeted expenses) over ten (10) percent of the Annual General Operating Budget shall require a congregational meeting.

Section 7.7 Voting Procedure

Approval of the call of a Lead Pastor and Church Board Members shall require a seventy-five (75) percent vote of those votes cast. Approval of any other item specified in Section 7.6 shall require a simple majority of those votes cast. Votes may be cast by verbal, visual, or written sign as directed by the Chair of the meeting. After the votes have been tabulated, the Secretary shall preserve all ballots until the close of the next following annual business meeting of the congregation, after which time the ballots may be destroyed. The names of all eligible voting members present for a congregational vote shall be recorded and maintained by the Recording Secretary as part of the minutes of the meeting in which the vote took place. An abstained vote will not count in determining the total number of votes cast for a specific motion.

Section 7.8 Right to Vote

An objection to any member's right to vote may be raised at any time before the actual voting is called for by the Chair, and any member may call upon the presiding officer before a vote is cast to require each person present to signify whether they consider they are qualified to vote using the criteria of Article 4. If any member's right to vote in a business meeting is further questioned and said member insists that they have a right to vote, then the Chair of the business meeting shall consult with the Board using the criteria of Article 4 to make a determination. The decision will be announced to the assembled members and will then be considered final.

Section 7.9 Absentee Voting

At the discretion of the Board, absentee balloting may occur per approved Board guidelines.

Section 7.10 Parliamentary Authority

All business meetings of the Church shall be governed by parliamentary procedure. The presiding officer at any business meeting shall decide any questions relating to parliamentary procedure but, to the extent they deem appropriate, the then current edition of *Robert's Rules of Order Revised* shall be applied in keeping with the spirit of Christian love and fellowship.

ARTICLE 8 LEAD PASTOR

Section 8.1 Responsibilities

The Lead Pastor is responsible for all activities of the Church, subject to any limitations adopted by the Church Board under Article 5. The Lead Pastor shall delegate responsibility and authority to staff members as they deem appropriate.

Section 8.2 Qualifications

The spiritual qualifications for the Lead Pastor shall include those listed in 1 Timothy 3 and Titus 1 (see also Article 5 and Article 4, Section 2). The Lead Pastor shall affirm their agreement with the Statement of Faith of the corporation and shall conduct themselves in a manner that is consistent therewith. Any other qualifications shall be determined by the Church Board in a written job description or similar hiring addendum. The Lead Pastor shall meet and maintain the credentialing standards as set forth in the current edition of the Church of God National Credentials Manual.

Section 8.3 Selection of Lead Pastor

The Board shall appoint a Pastoral Search Team to provide oversight and vetting of the Lead Pastor selection process. Any such Team shall consist of at least one Board member, one person nominated by the pastoral staff and no less than four (4) additional congregational participants. The Pastoral Search Team will employ such process as they deem efficient to the ultimate nominations of pastoral candidate(s) to the Church Board. The process shall include consultation with the Florida Church of God Ministries State Pastor (if there is one) and will utilize the National Credentials Manual to the extent it is applicable.

To be affirmed by the Church Board, the nominee must receive a unanimous vote from the members of the Church Board or at a minimum unanimous minus one. Once selected, a single candidate will be brought to the Church as a nominee for Lead Pastor. In a special meeting held for the purpose of ratifying the pastoral recommendation of the Board, the Church will affirm the selection with at least a seventy-five (75) percent vote of those qualified members.

Section 8.4 Removal of Lead Pastor from Office

The Church Board may remove the Lead Pastor from their position under one or more of the following conditions without Church voting:

- a. The Lead Pastor becomes physically incapacitated.
- b. The Lead Pastor becomes spiritually unqualified including, but not limited to, immoral behavior.
- c. The Lead Pastor is found to have engaged in activities that are directly contrary to the interests of the church.
- d. The Lead Pastor fails to adequately fulfill the Guiding Principles.
- e. The Lead Pastor violates the National Credentials Manual of the Church of God.

Before any such removal occurs, the Lead Pastor shall be advised of the allegation and the basis for the allegation and shall be given an opportunity to present any contrary evidence or explanation to the Board at a meeting of the Board. The Board shall have the responsibility of assuring that, where relevant, all disciplinary and redemptive procedures have been followed, including the Matthew 18 approach to resolution. Removal must be approved by a seventy-five (75) percent vote of all members of the Board (whether present or not), excluding the Lead Pastor.

If the Board votes to remove the Lead Pastor, the Lead Pastor may appeal the decision to the Congregation. Only the Lead Pastor may file an appeal. The appeal must be in writing, delivered to the Chairman of the Board within 3 days after the Lead Pastor receives written notice of the dismissal. If an appeal is filed, the Church Board shall call a Special Meeting pursuant to Article 7, Section 4 for the purpose of considering the appeal. The process described above shall be the exclusive method of appeal.

Article 8.5 Oversight by the Board

The primary role of the Board shall be to provide accountability and support for the Lead Pastor by writing concise Guiding Principles in three categories:

- a. Mission Principles shall define for the Lead Pastor what ends the Church exists to achieve.
- b. Boundary Principles shall define for the Lead Pastor what means may not be used in pursuit of achieving those ends.
- c. Accountability Principles shall define for the Chairperson how the Board is to establish the Guiding Principles and to monitor the Lead Pastor's compliance with them.

The Board (or their designee) shall determine the compensation of the Lead Pastor based on achieving the mission principles and respecting the boundary principles. The Board shall oversee all other operating and financial decisions through written policy in the Guiding Principles. The Board shall leave the leadership of the Church to the Lead Pastor and shall leave the management of the Church to the Staff under the direction of the Lead Pastor.

ARTICLE 9 ASSOCIATE PASTORS

Section 9.1 Responsibilities

The responsibilities of each Associate Pastor shall be defined by the Lead Pastor and shall be given to each Associate Pastor in writing.

Section 9.2 Qualifications

The spiritual qualifications for the Associate Pastors shall include those listed in 1 Timothy 3 and Titus 1 (see also Article 5 and Article 4, Section 2). Associate Pastors shall affirm their agreement with the Statement of Faith of the Church and shall conduct themselves in a manner that is consistent therewith. The Associate Pastor shall meet and maintain the credentialing standards as set forth in the current edition of the Church of God National Credentials Manual. However, with Board Approval, the Lead Pastor may select an Associate Pastor who pursues a Church of God credentialing track within a specified period of time. Any other qualifications shall be determined by the Lead Pastor.

Section 9.3 Selection

The Lead Pastor shall select all Associate Pastors after consultation with the Church Board.

Section 9.4 Removal from Office

The Lead Pastor may remove an Associate Pastor from office after consultation with the Church Board.

ARTICLE 10 NON-PASTORAL STAFF

Section 10.1 Responsibilities

The responsibilities of each non-pastoral staff member shall be defined by the Lead Pastor (or designee) and shall be given to each staff member in writing.

Section 10.2 Qualifications

The qualifications of each non-pastoral staff position shall be determined by the Lead Pastor (or designee). All staff members shall affirm their agreement with the Statement of Faith of the Church and shall conduct themselves in a manner that is consistent with the Statement of Faith. They are expected to abide by any other documents or requirements as approved by the Lead Pastor in consultation with the Board.

Section 10.3 Selection

The Lead Pastor (or designee) shall select all non-pastoral members of the staff.

Section 10.4 Removal from Office

The Lead Pastor (or designee) may remove a non-pastoral staff member after consultation with the Church Board.

ARTICLE 11 RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

Section 11.1 Receipt of Funds

The corporation shall receive all monies and/or other properties transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Church Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the corporation as shown by said Articles.

Section 11.2 Investment of Funds

The corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

Section 11.3 Disbursement of Funds

Disbursement of corporation money or property shall be made in accordance with the approved Annual General Operating Budget. No other disbursement of corporation money or property shall be made until it is first approved by the Church Board. However, the Board shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement said appropriations in keeping with Article 7.

Section 11.4 Instruments in Writing

All checks, drafts, demands for money, notes of the corporation, and all written contracts of the corporation shall be signed by such officer or officers, agent or agents, as the Church Board may from time to time designate by resolution.

ARTICLE 12

CORPORATE RECORDS AND REPORTS

Section 12.1 Records

The corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at its principal place of business in the State of Florida, as fixed by the Church Board from time to time.

Section 12.2 Inspection of Books and Records

The books of account and minutes of the Church Board shall be open to inspection upon the written demand of any member of the Board at any reasonable time for a specifically stated purpose reasonably related to his or her interests as a Board member.

Every Board member shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation, and also of its subsidiary organizations, if any.

ARTICLE 13

INDEMNIFICATION

Section 13.1 Indemnification

The corporation may, but is not required to, indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the corporation, to the fullest extent permitted under the laws of Florida, as it may be amended from time to time.

Section 13.2 Definition of Agent

For the purposes of this Article, "Agent" means any person who is or was a Director, Officer, or Employee or other agent of this corporation, or is or was serving at the request of the corporation as a Director, Officer, Employee, or Agent of another foreign or domestic association, corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, Employee or Agent of a foreign or domestic organization which was a predecessor organization.

ARTICLE 14

IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 14.1 Limitations on Activities

No substantial part of the activities of this corporation shall produce propaganda or otherwise attempt to influence legislation. To the extent prohibited by law, the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 14.2 Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

**ARTICLE 15
CONFLICT OF INTEREST POLICY**

Section 15.1 General Policy

All conflicts of interest, and even the appearance of conflict of interest, must be avoided by all members of the Church Board, employees, consultants, and those who provide services or furnish goods to the organization. If any possible conflict of interest arises, it is the duty of the person or persons involved to immediately declare such conflict of interest to the Board of Directors.

After disclosure of the potential conflict and all material facts, and after any discussion with the interested person, he/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. After exercising due diligence, the Board shall determine whether the congregation 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.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the congregation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Section 15.2 Staff Conflict of Interest

Any Board Member who is directly related to a staff member shall exclude self from any discussions involving the employment or compensation of their relative. Relatives, for purposes of this section, shall include spouses, brothers, brothers-in-law, sisters, sisters-in-law, sons, sons-in-law, daughters, daughters-in-law, parents, parents-in-law, grandparents, and grandparents-in-law.

ARTICLE 16

AMENDMENT OF THE BYLAWS OR ARTICLES OF INCORPORATION

The Bylaws or the Articles of Incorporation may be amended in whole or in part if all of the following requirements are met:

- a. The amendment is proposed by the Lead Pastor, the Church Board, or a petition signed by one-third ($\frac{1}{3}$) of the active members of the Church.
- b. The Church is given at least two weeks' notice of the vote by announcement at regular services and by electronic or postal mail.
- c. The Florida Ministries of the Church of God is given the opportunity to offer its nonbinding recommendation to the Church in person and in writing.
- d. The Church votes to approve the amendment in accordance with normal voting procedures described in Article 7 of these Bylaws.

ARTICLE 17

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or other founding document of this corporation filed with the Secretary of State and used to establish the legal existence of this corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 18

MASTER'S ACADEMY

Section 18.1 Ministry of the Church

Master's Academy of Vero Beach, Inc., ("Master's Academy"), is a ministry of Pathway Church. Master's Academy was created to serve the local Christian community as an alternative to secular education.

Section 18.2 Direction and Oversight

Master's Academy is directed by its school board, subject to oversight by the Pathway Board. The Pathway Board shall provide leadership in cases of moral failure of leadership and in assuring obedience to the mission of the Church and Pathway's statement of faith.

Section 18.3 Amendments to Bylaws

The Pathway Board must approve any amendments to the bylaws of Master's Academy.

Section 18.4 Hiring of Headmaster

The Master's Academy School Board shall make recommendations of possible headmaster applicants to the Pathway Board. The Pathway Board shall make the final decision from the available applicants or from another source.

ARTICLE 19 EMERGENCY POWERS AND BYLAWS

An "emergency" exists for the purposes of this section if a quorum of the Church Board cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board may:

- a. modify lines of succession to accommodate the incapacity of any Board member, officer, employee, or agent; and
- b. 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 Church Board only needs to be given to those Board members for whom such notice is feasible. The form of such notice may also include notice by publication or radio. One or more officers of the Church present at a meeting of the Board may be deemed Church Board members 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 the Church Board. The Board may also adopt emergency bylaws, subject to amendments or repeal by the full Church Board, which may include provisions necessary for managing the Church during an emergency including:

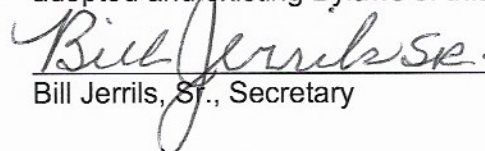
- a. procedures for calling a meeting of the Board,
- b. quorum requirements for the meeting, and
- c. designation of additional or substitute Board members. The emergency bylaws shall remain in effect during the emergency until the emergency ends.

ARTICLE 20 DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Board of Directors of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of Pathway Church, do hereby certify that the above Bylaws were adopted by the Board of Directors of said corporation during a specially called meeting on 7.12.2020. Said Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.



Bill Jerrils, Sr., Secretary

