**Restated Bylaws of**

**AAA**

**an Arizona nonprofit corporation**

**ARTICLE 1. Name:** The name of the nonprofit corporation is: AAA (the “Corporation”) or “Church”). The word “Church” and the word “Assembly” refer to the congregation as a body of believers who worship together. “Scriptures” means the Holy Bible.

**ARTICLE 2. Purpose, Character Of Initial Affairs & Known Place Of Business:**

* 1. Purpose & Character of Affairs. The “Purpose” and “Character of Initial Affairs” of the Corporation as stated in Article 2 of the Articles of Incorporation are incorporated by reference as material part of these Bylaws.
  2. Known Place of Business. The principal office of the Corporation, (i.e., the “Known Place of Business”) is listed in the Articles of Incorporation or as otherwise designated by the Directors.

1. **Purpose, Character of Initial Affairs & Affiliation**.
   1. Charitable Organization. The Corporation is organized, and at all times shall be operated exclusively as a Church and “Charitable Organization” for charitable, religious, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) under the applicable provisions of the United States Internal Revenue Code of 1986 (or the corresponding provisions of future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended) (collectively, the “IRC”).
   2. Assemblies of God. These Bylaws are adopted in recognition of this Church as a local “Assembly” in fellowship with, and as a part of, the General Council of the Assemblies of God, a Missouri nonprofit corporation with headquarters in Springfield, Missouri, (“General Council”) and the Arizona Ministry Network of the Assemblies of God, an Arizona nonprofit corporation or its successor (“Network”). The Network and the General Council are collectively referred to as the (“Assemblies of God”). (Note that the Network is the successor to the Arizona District Council of the Assemblies of God, an Arizona nonprofit corporation.)
   3. Operation. The operation of the Corporation shall in all instances be to promote the gospel of Jesus Christ within the State of Arizona in cooperation with the other Assembly of God Churches of this state and with the Assemblies of God subject to the doctrines, Preamble and Purposes & Statement of Fundamental Truths as formally adopted by the Assemblies of God (collectively, “Tenets of Faith“) (See <https://ag.org/-/media/AGORG/Downloads/Constitution-and-Bylaws/2021-Constitution-and-Bylaws.pdf>), as amended from time to time.
   4. Assembly. This group of believers, i.e., the “Assembly” has the right to govern itself and to conduct its own affairs according to the standards of the New Testament Scriptures and of the Assemblies of God. This right specifically includes calling a pastor, electing the Church Board, disciplining its Scriptural Members and conducting services and church programs.
   5. Assemblies of God Recognized. This Assembly voluntarily entered full cooperative contractual and Scriptural fellowship with assemblies of like precious faith and with the Assemblies of God and shares in the privileges and assumes the responsibilities and legal obligations required by that affiliation. Officers of the Assemblies of God shall be recognized and respected by the pastor and Scriptural Members of this local Assembly. As a Scriptural matter this Assembly shall conform its standards of Scriptural Membership, qualifications for Board members, and requirements for a pastor to those standards set by the Assemblies of God.
   6. Priority of Interpretation. By its affiliation, this Assembly agrees that no provision of the Articles or the Corporation’s Bylaws may be inconsistent with the Constitution and Bylaws or with the Tenets of Faith of the Assemblies of God as now in effect or hereafter amended. The Articles prevail over contrary provisions in the Bylaws of the Corporation.

# ARTICLE 4. Scriptural Membership:

* 1. No Statutory Members.As permitted by A.R.S. § 10-3603, the Corporation does not have “members” as that term is defined by A.R.S. § 10-3140(37) and (38).
  2. Scriptural Members.Those who accept the Tenets of Faith in accordance with the direction, interpretation and application of the Lead Pastor are eligible to become “Scriptural Members” in the Church. As provided by A.R.S. § 10-3721, Scriptural Members have no legally enforceable right to vote on matters of corporate governance or otherwise. The Board of Directors should consider scheduling annual or other meetings of the Scriptural Members from time to time in its discretion for advisory votes, for state of the church presentations, or for other matters to encourage fellowship in the Assembly.
  3. Scriptural Membership Eligibility. Active Scriptural Membership in this Assembly is open to all those who possess these qualifications in accordance with the Scriptural Membership Policies & Procedures attached as Exhibit A to these Bylaws.
  4. Definition of Marriage.As a Scriptural matter, all those who voluntarily associate with the Church, as a Scriptural Member or otherwise, are deemed to acknowledge that the Church’s interpretation of Scripture includes the definition of marriage as the union between only a natural-born man and a natural-born woman and excludes homosexual relationships.

# ARTICLE 5. Board of Directors:

* 1. Duties of the Board. The board has general charge and management of the affairs, funds, and property of the Assembly and has the authority to carry out the purposes of the Assembly. The church board shall examine applications for Scriptural Membership and administer discipline.
  2. Board Composition.The Board of Directors (i.e., the “Board”) consists of not less than five “Directors”, one of whom shall be the Lead Pastor who also serves as President/ Chairman of the Board in addition to serving as Director with full voting rights, to the extent that authority is not limited by Network supervision as provided for under the bylaws of the Network. All Directors shall accept the Statement of Faith and shall meet the Scriptural requirements of leadership as interpreted by the Lead Pastor.
     1. Directors shall discharge their duties in good faith with ordinary care in the best interest of the Church and of the Corporation. They may rely in good faith on information, reports, statements, including financial statements and other financial data, concerning the Corporation or on information received from other persons who are presented by the officers or employees of the Corporation, and on professional advisors such as accountants and legal counsel.
     2. A member of the Board is not acting in good faith if the member has actual constructive knowledge concerning the matter in question that renders reliance unwarranted.
     3. Directors are not deemed to have the fiduciary duty of a trustee of a trust regarding property held in the name of the Church, including property subject to restrictions imposed by a donor or transferor of the property.
  3. Delegation of Duties.The Board may select professional advisors and may delegate duties and responsibilities to them. This authority may include selling, transferring or otherwise disposing of assets in accordance with the advice rendered by the professional advisor. Directors are not liable for actions taken or omitted by the advisor so long as they acted in good faith and with ordinary care in selecting the advisor.
  4. Selection of New Directors**.** New members of the Board shall be elected by the Board from a slate of nominees approved by the Lead Pastor.
  5. Terms of Directors.Directors usually serve for the term designated by the Board; if no specific term is designated, then a Director ordinarily serves a one-year term. Directors do not have term limits.
     1. Despite the expiration of a Director’s term, a Director may continue to hold office until the Director’s successor is elected, designated, or appointed and qualifies, until the Director’s resignation or removal or until there is a decrease in the number of Directors.
     2. The Board may increase or reduce the number of Directors serving on the Board, as a formal amendment to these Bylaws. As required by A.R.S. § 10-3805, a decrease in the number of Directors or term of office does not shorten the term of an incumbent Director.
  6. Removal & Replacement of Directors.Directors serve at the pleasure of the Board and may be removed without cause by a Vote of the Board and with the Lead Pastor’s consent.
     1. For example, a Director whose record of attendance at Board meetings is deemed unsatisfactory or whose behavior is contrary to the best interest of the Church may be removed by a Vote of the Directors with the consent of the Lead Pastor.
     2. The Directors and the Lead Pastor acting together may appoint a person to serve out the remaining term of a Director who has resigned or who is unable to continue to serve.
  7. Meetings of the Board.There should be an annual meeting of the Directors, including all newly-appointed Directors, at which time the Board should elect corporate Officers and Directors to serve for the coming year and to approve the annual Church Budget. There should be no less than one quarterly meeting of the Directors each calendar year. Other meetings may be held throughout the year as determined by the Board. The Board may direct the Church staff to provide resolutions, reports, and budgets and to assist in preparing the agenda and the minutes of the meetings.
     1. No meeting of the Directors shall be conducted without the President/ Chairman, except in cases of incapacitation, in which case a temporary Chairman will be appointed by the Directors from among the pastoral members of the Church staff. The temporary Chairman functions on behalf of the Lead Pastor
     2. The decision of the Lead Pastor is final in matters regarding procedures for conducting meetings of the Board of Directors. With discretion Pastor may consult Robert’s Rules of Order or other treatise for guidance.
  8. Quorum & Voting
     1. The presence of a majority of the duly elected members of the Board of Directors constitutes a “Quorum.”
     2. All matters which require a “Vote” of the Directors require a majority of the Directors present and voting to pass unless otherwise specified. This includes all matters defined as “Special Topics” in Article 6.
  9. Notice. **“**Notice” of meeting of the Directors shall be given at least three days in advance by written notice delivered personally, by telephone, by email, by U.S. mail, or by fax to each Director at his or her address as shown on the records of the Corporation. Directors may waive notice of the meeting. Announcing the time, date and place of the next meeting at a properly convened meeting and including that announcement in the meeting minutes is sufficient notice of the announced meeting.
     1. Meetings of an urgent nature may be held without prior notice.
     2. A Director who attends a meeting (either in person or electronically) automatically has waived notice of the meeting. Provided, however, that if a Director attends only to state their formal objection to the transaction of business because the meeting was not lawfully called, then they do not lose their right to object to the meeting based on improper notice.
     3. Unless otherwise provided by law, when notice is required to be given to a Director of the Corporation, a written waiver signed by the person or persons entitled to notice, whether before or after the time stated therein, is equivalent to giving notice.
     4. The agenda for the meeting need not be specified in the notice.
  10. Compensation & Reimbursement.Directors may not receive a salary or remuneration for their services. By resolution of the Directors, however, reimbursement for reasonable expenses actually incurred in connection with attendance at regular or special meetings of the Board may be allowed to the extent permitted by law.
  11. Electronic Meetings.Directors may participate in a regular or special meeting through use of conference telephone, video, or similar electronic communications equipment, provided that all participating Directors can clearly hear one another simultaneously as required by A.R.S. § 10-3820.
  12. Employees. The Lead Pastor coordinates and supervises hiring and firing of employees, including setting titles, salaries, and other considerations of employment. All employees report to the Lead Pastor or their designee. Unless otherwise specifically provided in writing, all employment is “at will” and is administered in accordance with the laws of the state of Arizona. **The only benefits to be granted employees shall be those defined by written policy adopted by the Directors**.
  13. Lead Pastor Compensation.The Board of Directors shall Vote on the salary and benefits of the Lead Pastor and conduct an annual review to consider all possible increases and adjustments.

# ARTICLE 6. Special Topics

* 1. Topics Requiring Approval of the Directors.These “Special Topics” require approval by a Vote of the Board:
     1. Appointing or dismissing the Lead Pastor (see also 6.2 below);
     2. “Transferring” (i.e., purchase, sale or long-term lease in excess of 10 years) all or substantially all of the real property owned by the Church to an unrelated third party. In determining whether the proposed Transfer is to an “unrelated third party,” the Board shall be guided by the laws, rules and regulations of the Internal Revenue Service. A Transfer to a legal entity which qualifies under Section 501c(1)-(17) of the Internal Revenue Code, is amended from time to time, as a “Support Organization” is not deemed a “Transfer” to an unrelated third party (i.e., is not a “Special Topic”);
     3. Amending the Bylaws or the Articles of Incorporation (this also requires the Lead Pastor’s written approval);
     4. Dissolving the Church as a corporation; or,
     5. Approving the annual Church Budget.
  2. Appointing or Dismissing a Lead Pastor.In addition to the approval two-thirds of the Directors, the Board shall call for a “Special Congregational Meeting” in which it shall be required to have an advisory secret ballot vote of two-thirds of the Scriptural Members present for “Appointing” , i.e, hiring the Lead Pastor. In addition to the approval of two-thirds of the Directors, the Board shall be required to consult with and get prior written consent from the leadership of the Network before calling for a “Special Congregational Meeting” in which it shall be required to have an advisory secret ballot vote of two-thirds of all Scriptural Members of the Church for dismissing, i.e., terminating the employment of the Lead Pastor.
     1. The Special Congregational Meeting may be held after not less than two weekly announcements by email, by US Mail, in the bulletin, or on the video screens in the main sanctuaries or from the podium at all services providing notice to the congregation of the time, place and purpose of the meeting, which shall be held at the time and place designated by the Board.
  3. Preservation of affiliation.In the event the termination of affiliation with The General Council of the Assemblies of God is under consideration by an affiliated Assembly, the pastor or Board shall invite the Network officers to participate in a specially called business meeting where such matters will be discussed and voted upon for the express purpose of giving the Network officers the opportunity to present the case for continued General Council affiliation. A decision to disaffiliate shall require a two-thirds vote of the Scriptural Members, or a more restrictive rule prescribed by the Assembly’s governing documents or by the Network. In the case of a previously existing church which later affiliated with the Fellowship through a vote of its Scriptural Members, the percentage required to disaffiliate shall not exceed the percentage required when the church voted to affiliate.

# ARTICLE 7. Governance

* 1. Governance. The Corporation’s Statement of Faith, Mission Statement, Core Values and other governance policies are set by the Directors and the Lead Pastor. Implementation of these goals is supervised by the Lead Pastor using the church staff for day- to-day activities.
  2. Advisory Committee. The Lead Pastor may, at their discretion, appoint an informal, non-binding advisory committee for themselves and the Church Board of Directors.
  3. Contracts. In addition to the Officers authorized by these Bylaws, the Directors may authorize one or more employees or agents to legally bind the Corporation by signing and delivering contract, notes, deeds or other instruments on behalf of the Corporation. Authority may be general or may be limited to specific situations.
  4. Loans**. No new loans may be contracted on behalf of the Corporation and no evidence of new indebtedness shall be issued in its name in excess of $50,000 unless authorized by a resolution of the Directors.** Authority may be general or confined to specific instances.
  5. Deposits**.** All funds of the Corporation not otherwise employed should be deposited to the credit of the Corporation in banks, trust companies, or other depositories approved by the Directors or the Treasurer.
  6. Independent Financial Reviews.The Board may appoint one or more of its members to coordinate and supervise a compilation, review or audit of the financial affairs of the Corporation by an independent certified public accountant (CPA), the precise requirements of which may be determined in the reasonable discretion of the Board in consultation with the CPA.

# ARTICLE 8. Officers

* 1. Officers.The Board shall elect these officers from among its members:
     1. President/Chairman (the Lead Pastor),
     2. Secretary/Treasurer,
     3. Vice Presidents/Chairs, as determined by the Board.
  2. President/Chairman of the Board & Lead Pastor.The Church shall be led by a qualified pastor who currently holds credentials with the General Council of the Assemblies of God. This person is herein described as the “Lead Pastor.” All Officers and employees report to the Lead Pastor, who is the President/Chairman of the Board.
  3. The Pastor:
     1. Shall be the spiritual overseer of the Assembly and shall direct its activities;
     2. Shall be recognized as a member of the Church Board, president of the Assembly, and chairs business meetings of the Assembly and of the Church Board;
     3. Shall provide for all services of the Assembly and shall specifically arrange for all special meetings, conventions, and revival campaigns. No person shall be invited to speak or preach in the Assembly without Pastor’s approval;
     4. Shall, as chairman of the Church Board, be chairman of the nominating committee for the selection of church board nominees. The pastor shall privately interview those nominated, ascertaining their eligibility and availability to serve as church board members;
     5. Should conduct a training class at least once a year on the responsibilities of the Church Board, trustees, secretary, treasurer, and other church leaders. Such a training course shall be based upon the Scriptural directives for church leadership and the church bylaws; and,
     6. Shall be an ex officio member of all committees.
  4. Secretary/Treasurer.The secretary should be an active voting member of this Assembly for at least 1 year immediately preceding election to office and shall be a member of the Church Board. The treasurer should be an active voting member of this Assembly for at least one year immediately preceding election to office, and should currently support the church with tithes, and should have a cooperative spirit, and shall be faithful in attendance at church services. At the option of the Directors, the office of Secretary/Treasurer may be filled by one individual or divided into two separate offices of Secretary and Treasurer with an Officer elected for each position. The duties of Secretary/Treasurer, listed below, may be allocated between these two offices. The Secretary/Treasurer oversees the Corporation’s minute book, coordinates the financial audit, and performs other duties defined by the Directors, including:
     1. To give Notice of, and to attend all meetings of the Directors and to arrange for keeping a record of proceedings;
     2. To keep a list of the Scriptural Members of the Church; and,
     3. To coordinate staff preparation of an annual report of the finances, transactions and condition of the Corporation. This report shall be made available to all Scriptural Members by mail or email.
     4. The books of account, minute book and all other corporate records are subject to verification and inspection of the Directors of the Corporation upon reasonable notice during regular business hours. At the expiration of term of office, the Secretary/Treasurer shall deliver to the successor the minute book and all other property of the Corporation in possession.
  5. Other Officers.The Board may appoint one or more Vice Presidents/Chairs who shall report to the President and who shall perform specific duties identified by the Board.
  6. Church Board. The church board members should be persons of mature Christian experience and knowledge, who shall be expected to meet the requirements set forth in *1 Timothy 3* and *Acts 6*. Board members should be at least 23 years old and should have been members of the Assembly for at least one year. They shall currently support the church with their tithes and offerings, have a cooperative spirit, and regularly attend church services. They usually do not hold ministerial credentials.
  7. Removals.An Officer may be removed from office by Vote of the Board whenever, in the Board’s sole and absolute judgment, the best interest of the Corporation will be served by the removal.
  8. Vacancies.A vacancy in an office because of death, resignation, removal, disqualification, or otherwise, may be filled by a Vote of the Directors for the unexpired portion of the term after nomination by the Lead Pastor.
  9. Discipline of Lead Pastor. If the Lead Pastor is guilty of immoral or unethical behavior, the Directors shall consult the leadership of the Network who will then determine appropriate discipline.

# ARTICLE 9. Elections

* 1. Officers. The election of corporate Officers (except the President/Chairman) may take place at the regular annual meeting of the Directors. Candidates are elected for a one-year term by a Vote of the Directors. If no elections are held, then the Officers in place are deemed re-elected for an additional one-year term.
  2. Board of Directors**.** Those Directors for whom election is applicable, as their term expires pursuant to these Bylaws, should be elected at the annual meeting of the Directors.

# ARTICLE 10. Committees

* 1. Standing Committees. Standing and/or Special Committees, if any, may be established by the Board from time to time, and report to the Board.
  2. Role of Committees**.** The primary role of the Corporation’s Committees is to accomplish the mission delegated to it by the Directors. Each Committee’s mission and time-lines should be defined in writing.

**ARTICLE 11. Temporary Church Board.** If irreconcilable differences arise between the pastor and other members of the Church Board, destroying the unity and the successful ministry of the local Assembly, then upon request from the pastor or a majority of the Church Board members, the Network’s Executive Presbytery along with the sectional presbyter (the investigating committee), shall investigate such differences.

**11.1** Upon a two-thirds majority vote of the investigating committee they may declare the church under Network supervision. The term "Network Supervision" means that the investigating committee has the authority to (1) suspend the constitution and bylaws of the church, (2) suspend the Church Board, (3) reclassify the church as a Network affiliated church, and (4) appoint and establish a temporary Church Board invested with the authority to manage both the secular and ecclesiastical affairs of the church until the strife shall cease. If the pastor is also the sectional presbyter, the assistant sectional presbyter shall be a member of the investigating committee in their place.

# ARTICLE 12. Liabilities And Indemnification

* 1. Non-liability**.** The Scriptural Members of the Corporation are not partners for any purpose. To the fullest extent that the law of the State of Arizona, as it now exists or is amended, permits the elimination of, or limitation on the liability of officers. No Member, Officer, Director, agent or employee is liable for acts or failure to act of another Member, Officer, Director, agent, or employee of the Corporation. Nor shall any Member, Officer, Director, agent, or employee be liable for their acts or failure to act under these Bylaws, excepting only acts or omissions arising out of their willful malfeasance. Any action taken by the Corporation shall not create personal legal liability of its Scriptural Members. Repeal or modification of this Article shall be prospective only and shall not adversely affect a limitation on the personal liability of a Director of the Corporation existing at the time of repeal or modification. For purposes of this Article, “Director” includes a person who serves on a Board or committee of the Corporation in an advisory capacity.
  2. Statement of Intent.To the fullest extent of Arizona law, the Church intends to protect those Indemnified Parties (defined below) who serve the Church from personal liability for claims for monetary damages for acts or omissions in their representative capacity or as an agent of the Church, including but not limited to the costs of defending against these claims. The Arizona Nonprofit Corporation Act provides for two types of protection: "Mandatory" and "Permissive" Indemnification. The rights and duties created in this Article are in addition to those specified for Directors and Officers under A.R.S. § 10-3850, *et seq.*
  3. "Indemnified Party."For purposes of this Article 12, "Indemnified Party(ies)" means: (i) Officers of the Church, (ii) all persons who serve on a board, council, or committee of the Church to the extent that the claim pertains to their service thereon or for other service of the Church in an advisory capacity and further provided that they are acting within the course and scope of their position.
  4. Mandatory Indemnification.The Church shall indemnify, defend, protect, and hold harmless the Indemnified Parties for, from, and against claims or charges against them (including their marital communities) arising from: performance of duties within the scope of their authority to the maximum extent allowed by law or (ii) for negligence (but not for gross negligence) occurring during the performance of those duties to the extent of applicable insurance. (In its sole and absolute discretion, the Board may, but is not required to, extend indemnity and defense costs which exceed applicable liability insurance to claims arising from negligence or gross negligence.)

12.4.1 The Church shall indemnify, defend, protect, and hold harmless an Indemnified Person who is made a party to a proceeding arising from past or present service in that capacity for the Church or service performed at the request of a Board Member, Officer, or Pastor in advance of final disposition of the proceeding.

12.4.2 Indemnification and advancement of expenses is mandatory in all circumstances in which indemnification or advancement of expenses, as the case may be, is permitted by law in connection with: (i) a proceeding in which the indemnitee is the defendant; or (ii) a proceeding (or part thereof) initiated by the indemnitee only if such proceeding (or part thereof) was authorized in writing in advance by the Board of the Church.

* 1. Permissive Indemnification.To the extent authorized from time to time by the Board acting in their sole and absolute discretion, the Church may, but need not, provide a defense and/or indemnity and may advance expenses to Members, employees, volunteers, and agents of the Church, as permitted by law, for claims arising out of their service to the Church.
  2. Repeal or Modification.Repeal or modification of this Article is prospective only and shall not adversely affect any limitation on the personal liability of an Indemnified Party of the Church existing at the time of repeal or modification.
  3. Directors and Officers Liability Insurance.The Church may, but is not required to, obtain Directors and Officers liability insurance.

1. **Affiliated Transactions And Interested Persons.**
   1. Affiliated Transactions.No contract or other transaction between the Corporation and an Interested Person (as defined below), including the sale, lease, or exchange of property to or from an Interested Person, the lending or borrowing of monies to or from an Interested Person by the Corporation, or the payment of compensation by the Corporation for services provided by Interested Persons, is void or voidable merely because of the relationship or interest between the Corporation and the Interested Persons or because an Interested Person is present at the meeting of the Board or a committee thereof which authorizes, approves, or ratifies the transaction or because his, her, or their votes are counted for that purpose if:
      1. The fact of the relationship or interest is disclosed or known to the Board or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of any Interested Person(s); or the contract or transaction is fair and reasonable to the Corporation at the time the contract or transaction is authorized, approved, or ratified in the light of circumstances known to those entitled to vote at that time.
      2. The term "Interested Person" means Members, Pastors, employees, agents, and volunteers of the Corporation, or a corporation, firm, association, or other entity in which one or more of the foregoing is a director, officer, or Member or owns more than 10% of the equity therein or who stands to receive a material financial benefit therefrom.
      3. A person seeking to establish that a contract or transaction is void or voidable must first prove by a preponderance of the evidence that the provisions of subparagraph 13.1 is not applicable.
   2. Determining Quorum**.** All Board Members may be counted in determining the presence of a Quorum at a meeting of the Board or of a committee thereof which authorizes, approves, or ratifies the contract or transaction. (The fact that a Board Member may be an "Interested Person" does not disqualify them for the purpose of counting the Quorum.)
   3. Loans to Board Members and Officers.Notwithstanding anything herein to the contrary, the Church shall neither lend money to, nor use its credit to assist, an Interested Person, employees, or officers. A Board Member or officer who assents to, or participates in, making a prohibited loan is personally liable to the Church for the amount of loan plus interest at the statutory rate of interest applicable to judgments pursuant to Arizona law until the loan is repaid in full.

# FUNDS, FISCAL YEAR, BONDING

* 1. Finances. The Corporation is not intended to be, and shall not operate as, a profit- making organization, nor is it founded with the expectation of making a profit. The Corporation shall use its funds only for purposes specified in the Articles and these Bylaws. The fiscal year of the Corporation is the calendar year, unless otherwise specified by the Directors.
  2. Bonding. Persons entrusted with the handling of Corporation funds may be required, at the discretion of the Directors, to furnish, at Corporation expense, a suitable fidelity bond.

# ARTICLE 14. Dissolution

* 1. Vote. The Corporation may be dissolved by vote of the Directors as a Special Topic in accordance with Article 6 above, and a two-thirds majority vote of the Scriptural Members. In the event of dissolution or final liquidation of the Corporation, neither the property of the Corporation nor proceeds therefrom shall be distributed or divided among the directors, officers or Scriptural Membership Members of the Corporation or inure to the benefit of any individual.
  2. Distribution. In the event of the dissolution of the Corporation, and after providing for the payment of its debts and obligations, the remaining assets will become the property of the Arizona Network at the discretion of its Executive Presbytery or as otherwise provided in the Articles of Incorporation of the Corporation.

**ARTICLE 15. Disaffiliation & Reversion Clause.**

**15.1** Disaffiliation**:** Title to all real property now owned or hereafter acquired by the Assembly shall be held in trust as a place of divine worship in full cooperative fellowship and affiliation with the General Council and the Network.

15.1.1 If the Assembly is divided over doctrinal or other issues, or votes to disaffiliate from the Assemblies of God, then all property of the Assembly shall remain with those members, whatever their number, desiring continued affiliation with the Assemblies of God and adhering to its Statement of Fundamental Truths.

15.1.2 The determination of which group of members desires continued affiliation with the Assemblies of God and adheres to its Statement of Fundamental Truths shall be arbitrated by the Network Presbytery (or its successor) whose decision is final and binding.

15.1.3 If all of the members of the Assembly vote to disaffiliate from the Assemblies of God for doctrinal or other reasons, then all of the property of that Assembly shall revert to the Network and shall be used by the Network as an Assemblies of God church if possible, and if not possible, then the Network may sell the property and apply the proceeds in a manner consistent with its stated purposes.

**15.2** Real Property Reversion/Remainder.  When the Arizona Ministry Network, an Arizona nonprofit corporation (as successor to the Arizona District Council of the Assemblies of God) (or its successor,) (collectively, the “Network”)  determines, in its sole and absolute ecclesiastical, theological, and Scriptural discretion, that an Assembly is ready to receive title to real property (or a long-term lease thereof), then the deed transferring title (or the lease granting long term use rights) (collectively, the “Property”) to the Property naming the Corporation as “Grantee” or tenant/lessee (whether from the Network or otherwise), shall contain the following clause using one of these two headings as appropriate. (Note to draftsman, select either (i) or (ii) and insert it in front of the word “Clause” below and then insert the (iii) clause into the deed to Grantee church (or long-term lease, as the case may be):

(i)  a “Reversionary Clause” (also referred to as a “Contingent Remainder”) as approved by the Network from time to time if the Network or its affiliate is the “Grantor” of the deed; or,

(ii)a “Contingent Remainder” clause if the “Grantor” of the deed is a third party unrelated to the Assemblies of God.

(iii) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Clause”

“If the Arizona Ministry Network (as successor to the Arizona District Council of the Assemblies of God) (or its successor,) (collectively, the “Network”) determines in its sole and absolute ecclesiastical, theological, and scriptural discretion that the Grantee has ceased to be an Assemblies of God church in “good standing” with the Network or   that the Property is not being used in accordance with its Tenets of Faith of the Assemblies of God for a period of not less than forty-five days after notice to the Grantee and opportunity to cure, then title to the Property shall forthwith revert to the Network upon recording of a “Declaration  of Default and Failure to Cure” in the office of the local recording authority stating that the Network has determined that the Grantee is no longer in good standing with the Assemblies of God or stating that the Property is not being used in accordance with its Tenets of Faith of the Assemblies of God. This provision may be waived in writing by the Grantor.”

**ARTICLE 16.** **Amendments:** These Bylaws may be amended, replaced, or restated only by a two-thirds Vote of the Directors, the written consent of the Lead Pastor, and approval of the Network. An advisory vote of the majority of the Scriptural Members is also recommended. All amendments must be consistent with the constitution and bylaws of the Network.

**16.1.1** Provided, however, that this Article 16 regarding Affiliation and Article 15 regarding Property may only be amended with the affirmative vote of 100 percent of the active voting Scriptural Members present at any annual or special business meeting called for the purpose of amending these bylaws; and

**16.1.2** Provided, however, that Article 3.3 of these Bylaws regarding Tenets of the Faith is not subject to amendment, except to conform to amendments made to the Statement of Fundamental Truths of the Assemblies of God by the General Council.

**ARTICLE 17. Arbitration of Disputes:** Inasmuch as the Scriptures require Christians to take their disputes to the saints and not to the civil courts (*1 Corinthians 6:1-8*), all disputes which may arise (1) between any member of this church and the church itself, or (2) between any member of this church and any pastor, officer, director, employee, volunteer, or other worker of this church, shall be resolved by binding arbitration if efforts to mediate or conciliate the dispute have failed in accordance with the Arbitration Rules attached as Exhibit B to these Bylaws.

**ARTICLE 18 General**

18.1 Loans. Loans secured by a lien on the Corporation’s real property may be contracted on behalf of the Corporation only if authorized by written resolution of the Board of Directors. Authority may be general or confined to specific instances. Corporate funds should never be loaned to an officer or director of the Corporation.

18.2 Fiscal Year. The fiscal year of the Corporation is the calendar year, unless otherwise specified by the Board.

18.3 Bonding. Persons entrusted with the handling of Corporation funds should ordinarily be qualified to receive, and may be covered by, a suitable fidelity bond at Corporate expense.

18.4 Inspection and Copying. Directors and officers may inspect and receive copies of the books and records of the Corporation only for a proper purpose (i.e., one not contrary to the best interest of the Corporation and its Scriptural Members) by submitting a written request to the Board. Scriptural Members are not authorized to review books and records. They may receive financial statements upon reasonable request.

18.4.1 The Internal Revenue Service requires that copies to be made available to the legitimate, requesting public. The Corporation shall respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Corporation’s Form 1023 and Form 990, if any. The Corporation should use reasonable efforts to maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

18.4.2 A person entitled by law to inspect the Corporation's books and records may do so at a reasonable time as required by Internal Revenue Regulations, if any, after the Corporation's receipt of a proper written request.

18.4.3 The Board of Directors may establish reasonable fees for copying the Corporation's books and records. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies.

**ARTICLE 19. Other Matters:** Matters not fully resolved in the Articles of Incorporation and Bylaws of the Corporation by be resolved by reference to the suggested form of Bylaws provided by the General Council at <https://ag.org/-/media/AGORG/Downloads/Constitution-and-Bylaws/2021-Constitution-and-Bylaws.pdf)k> as amended from time to time or by the Network.

**CERTIFICATION OF ADOPTION**

**OF**

**BYLAWS**

The undersigned hereby certifies that:

(i) The undersigned is the duly elected Secretary of the Corporation;

(ii) These are the Bylaws of the Corporation which were adopted by the vote of the Board of Directors of the Corporation; and

(iii) These Bylaws became effective at the Board meeting held on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 202\_­, (the “Effective Date”).

IN WITNESS WHEREOF, I signed my name to be legally binding as of the Effective Date.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary of the Corporation

**Exhibit A**

**Scriptural Membership Policies And Procedures**

**(As stated on the Arizona Ministry Network Website: www.azag.org)**

**Section 1. Scriptural Membership Eligibility**

Active voting Scriptural Membership in this Assembly shall be open to all those who possess the following qualifications:

a. A testimony to an experience of the "new birth."

b. Having been baptized in water by immersion.

c. Evidence of a consistent Christian life (Romans 6:4; 8:1-4; 13:13, 14

Ephesians 4:17-32; 5:1, 2, 15; 1 John 1:6,7).

d. An indication of a willingness to contribute regularly to the financial support of the

church of which he is to become a member.

e. Acceptance of the Tenets of Faith as set forth in Article IV of these bylaws.

f. Having reached at least 16 years of age.

g. Having regularly attended services of, and supported, this Assembly for a period of

at least three consecutive months prior to the date of application for Scriptural Membership.

h. Agreement to being governed by the bylaws of this Assembly, and of the Network, as amended from time to time.

**Section 2. Procedure for Scriptural Membership Recognition**

Those individuals eligible for Scriptural Membership who shall desire to become members of this church shall make written application to the pastor or Church Board. The Church Board shall have the right and authority to determine the eligibility and acceptability of all applicants for Scriptural Membership by majority vote. Those approved for Scriptural Membership by the Church Board shall be received into the church publicly at any of its regular services, and their names thereupon added to the church Scriptural Membership roll. No applicant for Scriptural Membership shall be accepted as a member within 30 days before an annual business meeting or within 10 days before a special business meeting.

**Section 3. Pastor and Spouse**

By virtue of office the pastor shall be considered an active voting member of the church during his tenure. The pastor's spouse shall become an active voting member simultaneously with the pastor, subject to section 6 below.

**Section 4. Transfer Members**

A member in good standing of another Assemblies of God church, who satisfies the standards for Scriptural Membership eligibility specified in Section 1 of this Article VI (other than the attendance and support requirements), may apply for Scriptural Membership by submitting a letter of transfer from the pastor of the other Assembly, upon the approval of a majority of the Church Board.

**Section 5. Inactive Scriptural Membership**

Active voting members who shall without good cause absent themselves from the services of the Assembly for a period of 3 consecutive months or more, or who cease to contribute of their means to its support for a period of 3 consecutive months, may be declared inactive members by a majority vote of the Church Board, and thereupon shall lose their voting privileges until they are restored to the fellowship, their standing to be settled by action of the Assembly through its Church Board.

**Section 6. Discipline**

**A. Grounds**

Discipline is an exercise of Scriptural authority for which the church is responsible (Matthew 16:19; 18:15-20; Luke 17:3; John 20:23; Acts 16:4; Ephesians 5:11; 1 Timothy 5:20; 2 Timothy 4:2; Hebrews 13:17). The purpose of discipline is to promote repentance and restoration through exposing sinful behavior. It is to be redemptive in nature as well as corrective. Any member of the Assembly is subject to discipline on the basis of unscriptural conduct or doctrinal departure from the Tenets of Faith of this Assembly, as determined in the sole discretion of the Church Board. The discipline of ministers who hold credentials with the Assemblies of God as administered by the Network and General Council.

**B. Procedure**

The Assembly will follow the disciplinary procedure set forth in Matthew 18:15-20. This procedure consists generally of the following steps: (1) The pastor, a designated member of the Church Board, or designated person discusses the charges with the member in an effort to resolve the matter privately; (2) if the first step does not resolve the matter, then the member shall meet with the pastor, Church Board or with a designated committee of the Church Board in an effort to resolve the matter privately. A member found guilty may be dismissed from Scriptural Membership in the church (Matthew 18:17). However, lesser disciplinary sanctions may be imposed as appropriate, depending on the circumstances of each case.

**C. Resignations**

Members who are under discipline by this Assembly forfeit and waive the right to resign from Scriptural Membership in this Assembly. Resignations from Scriptural Membership are possible only by those members in good standing who are not under any disciplinary action. Scriptural Members can be removed without notice for any reason deemed necessary by the Board.