

BY-LAWS

FIRST CHRISTIAN CHURCH
2890 PATTERSON RD.
FLORISSANT, MISSOURI

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PREAMBLE

These regulations presuppose that the Bible rightly divided constitutes the only and all-sufficient rules of faith for the local congregation. These by-laws intentionally avoid invading the realm of the matters of faith. They are concerned with the realm of the permissive, and are designed to aid the congregation in managing its affairs with decency and order. This congregation is and shall always remain autonomous in government, recognizing Christ as its sole head.

ARTICLE I

NAME

For business and legal purposes the name of this congregation (the “Church” or the “Corporation”) shall be “First Christian Church of Florissant.”

ARTICLE II

PURPOSE

The purpose of the congregation shall be to fulfill the great commission of Jesus Christ as expressed in the New Testament, particularly as stated in Matthew 28:18-20.

ARTICLE III

MEMBERSHIP

SECTION 1: GENERAL

Acceptance of, and remaining faithful to, the Gospel of Christ shall constitute church membership. Differentiation between qualifications specified in the New Testament for becoming a Christian and those for becoming a member of the local church is made only for definition of enrollment and balloting privileges.

SECTION 2: ENROLLMENT

For enrollment purposes, membership shall consist of those obedient to the Gospel of Christ and remaining faithful. Members are defined as penitent believers who, upon confession of faith in Jesus Christ as the Son of God, have been immersed into Christ. Transfers shall be accepted upon public reaffirmation of such obedience.

SECTION 3: VOTING / BALLOTING PRIVILEGE

The privilege of voting shall be limited to active members of the congregation sixteen (16) years of age or older who have worshiped with this congregation on a regular basis for a minimum of six (6) months. For purposes of determining who is eligible to vote, a member shall cease to be an active member (and will lose voting rights) if he or she has not worshipped with this congregation for five (5) years. There is no limitation on the number of persons that may be admitted as members.

Only qualified active members present at any given business meeting shall have the privilege of voting. Each active member present at a meeting of members shall be entitled to cast one vote on each matter coming before such meeting for the vote of the members. A member shall not be entitled to cumulate his, her or its votes, whether the vote is taken pursuant to an election of elders or otherwise. No member may appoint a proxy to vote or otherwise act for the member.

ARTICLE IV

PARLIAMENTARY PROCEDURE

SECTION 1: NOTICE OF MEETINGS

The Church shall notify its members and elders of the place, date and time of each annual, regular and special meeting of members. If any Major Actions are to be considered at a meeting, such notice shall be provided no fewer than ten (10), or if notice is mailed by other than first-class or registered mail, thirty (30), nor more than sixty (60) days before the meeting date. If no Major Actions are to be considered at a meeting, such notice shall be provided in a fair and reasonable manner (as determined by the elders) and the elders may use the latest technology readily available to the members to provide such notice. "Major Actions" shall mean an amendment to the Bylaws or the Articles of Incorporation of the Church, the sale of all or substantially all of the Church's assets, the merger of the Church with another entity, or the indemnification of any elder, deacon, employee, or other agent pursuant to Article XII of these Bylaws

Notice of a special meeting shall include a description of the matter or matters for which the meeting is called. Any member may waive notice of any meeting in writing, signed by the member entitled to the notice, and delivered to the Church for inclusion in the minutes or filing with the corporate records. The attendance of any member at any meeting shall: (i) waive objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; (ii) waive objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects to considering the matter when it is presented.

SECTION 2: QUORUM, MAJORITY

- A. The presence of at least ten percent (10%) of the members entitled to vote shall be requisite for, and shall constitute a quorum for, the transaction of business at all meetings of the members duly called and held, provided that unless one-third (1/3) or more of the voting power is present in person, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.
- B. At all congregational meetings of the members at which a quorum is present, the act of a two-thirds (2/3) majority of those members present and voting shall govern as the act of the members.

SECTION 3: ELECTION BALLOT

The voting members shall elect the senior minister, the elders, and the deacons. Voting for the senior minister, elders and deacons shall be by secret ballot.

SECTION 4: PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order shall govern the business meetings of the congregation in all cases for which they are applicable and in which they are consistent with the bylaws of this congregation.

SECTION 5: ADJOURNMENT

If a quorum shall not be present at any such meeting, the members present shall have the power, successively, to adjourn the meeting, without notice other than announcement at such meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of such meeting.

ARTICLE V

MEETINGS

SECTION 1: PLACE

All business meetings of the congregation shall be held at 2890 Patterson Road, Florissant, Missouri, or at the principal address of the congregation, if and when the congregation shall relocate.

SECTION 2: PRESIDING OFFICER

Business meetings shall be presided over by the chairman of the elders, who shall be elected by the elders. If the stated chairman should be absent at any meeting, his parliamentary successor according to Robert's Rules of Order shall preside.

SECTION 3: ANNUAL MEETING

An annual congregational meeting of the members shall be scheduled by the elders. A specific item of business to be included in each annual meeting is the election of elders and deacons. The regular annual meeting of the elders shall be held without other notice than this Bylaw immediately after the regular annual meeting of the members, for the transaction of such business as shall come before such meeting and no notice need be given to newly elected elders who were present at such regular annual meeting of the members, who are present at such regular annual meeting of the elders or who sign waivers of notice thereof.

SECTION 4: SPECIAL MEETINGS

Special congregational meetings may be called by the elders or by petition signed by a simple majority of the members eligible to vote as specified in Article III, Section 3.

SECTION 5: ELDERS MEETINGS AND DEACONS MEETINGS

Regular elders meetings shall convene monthly and shall be scheduled. Regular deacons meetings shall convene periodically and shall be scheduled as deemed necessary by the chairman of the deacons and/or elders. The specific time of said meetings shall be established by each group at their first meeting following the annual election (See section 3). Exceptions to the established schedule may be made with sufficient notification and as deemed necessary by the chairman of each group.

SECTION 6: REGULAR JOINT MEETINGS OF ELDERS AND DEACONS

The chairman of the deacons or his designee shall attend the monthly elders meeting. The chairman of the deacons or his designee shall give a report at the monthly elders meeting to include: (1) decisions, accomplishments, future plans and ideas, and (2) to secure consensus of opinions (vs. official decisions). Specific meeting time shall be established as stated in Article V, Section 5. The chairman of the elders or his designee shall preside.

SECTION 7: SPECIAL MEETINGS OF ELDERS AND/OR DEACONS

The chairman of the elders may call special meetings of the elders or of the elders and deacons, at any time deemed necessary. The chairman of the deacons may call special meetings of the deacons as deemed necessary.

SECTION 8: QUORUM, ELDERS AND DEACONS MEETINGS

No business shall be transacted in either (separate) meetings of the elders and deacons, whether regular or specially called meetings, unless a quorum consisting of a simple majority is present. The act of a majority of the elders present at a meeting at which a quorum is present shall be valid as the act of the elders, except in those specific instances in which a greater number may be required by the Missouri Nonprofit Corporation Act, the Articles of Incorporation of the Church or these Bylaws.

SECTION 9: NOTICE

Notice of any special meeting of the elders shall be given at least two (2) days previously thereto. Notice shall be provided to each elder of the date, time, place and purpose of the meeting. Notice may be oral or written. Notice may be communicated in person, by telephone, telegraph, or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed; (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (iv) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. Any elder may waive notice of any meeting. Except as provided herein in the next sentence, such waiver shall be in writing. The attendance of an elder at any meeting shall constitute a waiver of notice of such meeting, except where an elder attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 10: ADJOURNMENT

If a quorum shall not be present at any such meeting, the elders present shall have the power, successively, to adjourn the meeting, without notice other than announcement at such meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of such meeting.

SECTION 11: VOTING

Each elder present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for vote of the elders.

SECTION 12: MEETINGS BY CONFERENCE TELEPHONE

Unless otherwise provided in the Articles of Incorporation of the Church, elders may participate in a meeting of the elders or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.

SECTION 13: ACTIONS WITHOUT MEETINGS

Any action which is required to or may be taken at a meeting of the elders, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the elders. The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the elders.

ARTICLE VI

MINISTERS

Resident senior minister and other personnel employed in Christian vocational services on behalf of the congregation.

SECTION 1: SEEKING MINISTER(S)

The elders shall be responsible for seeking the senior minister candidates. Only one candidate for senior minister shall be presented to the congregation for consideration at a given time. The senior minister shall be responsible for seeking the executive minister candidates with the affirmation of the elders. The elders shall be responsible for screening the final candidates for additional minister positions. As need may arise, the executive

minister is authorized to hire part-time or full-time ministers subject to review and approval of the senior minister and affirmation of the elders.

SECTION 2: ELECTION OF SENIOR MINISTER

Senior minister candidates shall be elected by the congregation upon recommendation of the elders. The election shall be conducted in harmony with the relevant rules governing congregational meetings as set forth in these by-laws. A two-thirds (2/3) majority of affirmative (yea) votes of those present and voting shall be necessary before a call is extended.

SECTION 3: CONTRACT

At the time of the call, a written statement shall be prepared setting forth the terms of agreement reached between the elders and the candidate(s). Said statement shall specify the starting salary, including such considerations as housing, vacation arrangements, and other arrangements and/or stipulations affecting remuneration. Terms of tenure shall also be stated. Copies of this contract shall be signed by the minister(s) and the elders, the same to be retained by the contractee(s) and the secretary of the elders.

SECTION 4: EX OFFICIO CAPACITY

The senior minister shall be ex officio member of all meetings, committees and auxiliaries of the congregation.

SECTION 5: DISMISSAL

The eldership, being charged with the representation, propagation, and protection of the faith and interests of the congregation are empowered to initiate and carry out dismissal procedures when established violations of faith and/or conduct are deemed otherwise irresolvable. In accordance with Biblical injunctions serious, considerate, and prayerful attempts at reconciliation and restoration shall be pursued before dismissal procedures are initiated. As need may arise, the executive minister is authorized to terminate part-time or full-time ministers subject to review and approval of the senior minister and affirmation of the elders.

ARTICLE VII

ADDITIONAL STAFF

As need may arise, the executive minister is authorized to hire and terminate additional part-time or full-time staff members (secretarial, custodial, ministerial support, etc.) subject to review and approval of the senior minister.

ARTICLE VIII

ELDERS AND DEACONS

Elders shall be chosen by the congregation and shall be charged with the responsibility of the oversight of the Church, as prescribed in the New Testament Scriptures. The number of elders shall be set by the members but shall be no less than three (3). The elders shall be considered the board of directors of the Church referenced in Section 355.316 of the Missouri Nonprofit Corporation Act. The senior minister shall be an ex officio member of the elders and has the right to vote as a member of the official board (eldership).

“Deacons” refers to both male servants (deacons) and female servants (deaconesses) of the Church. Such are not elders and, therefore, do not serve on the “board of directors,” but are to be chosen by the congregation and assigned duties in keeping with New Testament principles.

SECTION 1: CANDIDATES

- A. Approximately eight (8) weeks prior to the annual congregational meeting, appeals shall be initiated urging members of the congregation, as recommended by the elders, to present themselves for consideration as elders and deacons, and to attend a leadership meeting which shall be provided.
- B. Approximately six (6) weeks before the annual congregational meeting the senior minister and elders shall institute a leadership meeting concerning the Organizational Structure of the Church, as prescribed by the New Testament and the qualifications and duties of elders and deacons. Attendance of all such persons is expected, except for extenuating circumstances which do not reflect on one's interest or fitness.
- C. Within a prescribed time limit, after having attended the leadership meeting, candidates shall be encouraged to make known their willingness to be considered and their desire to serve. All candidates are subject to due consideration and screening by the eldership.
- D. No numerical limitation or specification shall prevail, except that in the case of the eldership a plurality of elders must be maintained. No numerical ratio of elders and deacons shall be established.
- E. The congregation shall be notified of candidates being considered for elder or deacon, with the notification of the annual congregational meeting (election).
- F. Notice of the annual congregational meeting (election) shall be given as specified in Article IV, Section I. Each candidate shall be considered on the basis of his personal fitness and expressed willingness to serve.
- G. Ballots shall be prepared containing the names of the candidates, the respective offices they seek and Scriptural guidelines relative to such offices. Only ballots marked either "Yes" or "No" with regard to an individual candidate shall be considered valid in determining the percentage of votes cast for each.

SECTION 2: TENURE, ELDERS AND DEACONS

- A. The first time a person is elected to the office of elder or deacon, respectfully, the term shall extend until the following annual congregational meeting. Upon re-election, the candidate will serve for three (3) years unless such candidate is elected for a shorter term (as may be determined at the time of the election).
- B. Any elder or deacon who is absent from three (3) consecutive regularly scheduled meetings described in Article V, Section 5 and 6, may be removed if a majority of the elders then in office vote for the removal.

SECTION 3: INTERIM ELECTIONS

- A. Interim elections will be held at the discretion of the chairman of the elders between annual elections to fill vacancies in or for additions to the office of elder or deacon. The chairman of the elders, or his designee, may contact those individuals who have been approved by the elders, and encourage them to submit their names for congregational approval. Upon approval of the congregation, these people will be installed into the office to which elected. The term in office shall continue until the next annual congregational meeting.

SECTION 4: COMPENSATION

Elders as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any elder from serving the Church in any other capacity (including as minister) and receiving compensation thereof. An elder may be reimbursed for his actual expenses reasonably incurred in attending meetings and in rendering services to the corporation in the administration of its affairs.

ARTICLE IX

OFFICERS

SECTION 1: OFFICERS OF THE CONGREGATION

The officers of the congregation shall be elected annually from the eldership at or near the first regular meeting of the elders following the election of elders and deacons. Election shall be by secret ballot and shall require a simple majority of votes cast by the elders. The following officers shall be elected:

Chairman of the Congregation
Vice-Chairman
Secretary
Treasurer

The chairman (or such other officers or agents designated by the elders) shall sign and execute all contracts of the Church when authorized to do so by the members or the elders.

SECTION 2: OFFICERS OF THE ELDERS

Officers of the congregation specified in Section 1 shall also serve the eldership in the same capacity and for the same duration.

SECTION 3: OFFICERS OF THE DEACONS

The chairman of the elders shall appoint the chairman of the deacons. Candidates shall be chosen from the elders, the ministers or the deacons selected in concert with Articles VI, VII and VIII.

At the first regular meeting of the deacons after the annual election of elders and deacons, the deacons shall elect from their number a vice-chairman, and secretary. Election shall be by secret ballot and shall require a simple majority of votes cast by the deacons.

ARTICLE X

FUNCTIONS

SECTION 1: APPOINTMENTS

Annually the elders and deacons jointly shall re-evaluate and reassign departmental and committee chairmen to adjust assignments with respect to the number of people serving and the desire of individuals for a change in responsibility. The chairman of the elders shall have the option of appointing committee chairmen, special committees, or other agents of the congregation as necessary. The duties of the respective functional committees, except special committees, shall be set forth by the elders in writing before the appointment.

SECTION 2: FINANCIAL RESPONSIBILITY

Except as limited by Missouri Nonprofit Corporation Act, the Articles of Incorporation of the Church or these Bylaws, the elders shall have authority to take all actions on behalf of the church, including the authority to adopt an annual budget, borrow or lend money, re-finance loans or bonds, issue bonds, delegate authority to officers, agents or employees of the Church, or purchase or sell real estate. The annual budget, having been approved by the elders, shall be presented to the congregation for their information. The ministers and deacons shall have authority to dispense funds within said budget. Dispersal of funds which exceed budget coverage is to be approved by the elders.

All funds are to be dispersed electronically (on-line, direct deposit, or by other technological means) or by check with cognizance of the treasurer. Two (2) signatures shall be required on all checks. The executive minister

and any elder may be designated to place his name on the bank's signature card and is authorized to sign checks, with preference being given to the treasurer and the chairman of the elders unless expediency requires other elders to sign.

SECTION 3: CONTRACTS

The elders may authorize any officer or officers, agent or agents of the Church, 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 the Church, and such authority may be general or confined to specific instances.

ARTICLE XI

AMENDMENTS

The members shall have the power to make, alter, amend and repeal the Bylaws, which power may be exercised by a vote of the lesser of (i) two-thirds (2/3) of the votes cast at a meeting of members, or (ii) a majority of the members. If an amendment will be presented at a membership meeting, the Church shall give notice to its members of the proposed meeting in writing, and the notice shall state that the purpose, or one of the purposes, is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. The Church shall keep, at its principal offices, a copy of the Bylaws, as amended, which shall be open to inspection by any member or any elder at all reasonable times during business hours.

ARTICLE XII

INDEMNIFICATION

SECTION 1: INDEMNIFICATION WITH RESPECT TO THIRD PARTY ACTIONS

The Church may 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 the Church) by reason of the fact that such person (i) is or was serving at the request of the Church as a director, officer, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise, or (ii) is or was at the request of the Church a guarantor of any debts of the Church, against expenses (including attorneys' fees), judgments, fines, taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Church, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. 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 such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Church, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

SECTION 2: INDEMNIFICATION WITH RESPECT TO ACTIONS BY OR IN THE RIGHT OF THE CHURCH

The Church may indemnify any person who was or 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 the Church to procure a judgment in its favor by reason of the fact that such person is or was a director, elder, deacon, officer, employee or agent of the Church, or is or was serving at the request of the Church as a director, officer, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonable believed to be in or not opposed to the best interests of the Church, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or

misconduct in the performance of such person's duty to the Church unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expenses which the court shall deem proper.

SECTION 3: DETERMINATION OF STANDARD

To the extent that a director, elder, deacon, officer, employee or agent of the Church has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and/or 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the action, suit or proceeding.

Any indemnification under Sections 1 and/or 2 of this Article (unless ordered by a court) shall be made by the Church only as authorized in the specific case upon a determination that indemnification of the director, elder, deacon, officer, employee, partner, trustee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Article. Such determination shall be made (1) by the elders by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or, even if obtainable if a majority of disinterested elders so directs, by independent legal counsel in a written opinion.

SECTION 4: PAYMENT OF EXPENSES IN ADVANCE OF DISPOSITION OF ACTION

Expenses incurred in defending any actual or threatened civil or criminal action, suit or proceeding may be paid by the Church in advance of the final disposition of such action, suit or proceeding as authorized by the elders in the specific case upon receipt of an undertaking by or on behalf of the director, elder, deacon, officer, employee, partner, trustee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Church as authorized in this Article XII.

SECTION 5: NON-EXCLUSIVE

The indemnification provided by this Article XII, shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation of the Church, any bylaw, agreement, vote of disinterested elders or otherwise, both as to action in such person's official capacity while holding such office and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, partner, trustee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 6: DEFINITION OF "CHURCH"

For the purposes of this Article XII, references to the "Church" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation absorbed in a person who is or was a director, officer, employee, partner, trustee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provision of this Article XIII with respect to the resulting or surviving corporation as such person would if such person had served the resulting or surviving corporation in the same capacity.

SECTION 7: FURTHER INDEMNITY

The Church shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other sections of this Article XII, including Section 5, to any person who is or was a director, elder, deacon, officer, employee or agent of the Church, or to any person who is or was serving at the request of the Church as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; provided that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

SECTION 8: INSURANCE

The Church may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Church, or is or was serving at the request of the Church as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Church would have the power to indemnify such person against such liability under the provision of this Article.

SECTION 9: CERTAIN DEFINITIONS

For purposes of this Article XII, (i) references to "other enterprises" shall include employee benefit plans; (ii) references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; (iii) references to "serving at the request of the Church" shall include any service as a director, elder, deacon, officer, employee or agent of the Church which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and (iv) a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Church" as referred to in this Article XII.

SECTION 10: SAVINGS CLAUSE

In the event any provision of this Article XII shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article XII and all other provisions of this Article XII shall be construed as if such invalid provision had not been contained in this Article XII.