

**BYLAWS OF**  
**Pleasant Hill Church of Florence, Inc**

**D.B.A. Pleasant Hill Church**  
**A Not for Profit Corporation**

**ARTICLE I**

**OFFICES**

The principal office of the corporation, hereinafter referred to as the “Church,” shall be located at the address set forth in the Articles of Incorporation. The Church may have such other offices, as the Administrative Board may determine from time to time.

**ARTICLE II**

**TENETS OF FAITH AND DOCTRINE**

The Church accepts the Scriptures as the revealed Will of God, the all-sufficient rule of faith and practice, and for the purpose of maintaining general unity, adopts those Statements of Fundamental Truths and Doctrine.

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

**Section 2. The One True Godhead.** The triune Godhead is comprised of three (3) separate and distinct personalities, The Father, The Son, and The Holy Spirit, who are eternally self-existent, self-revealed and are one entity. Jesus Christ, the virgin born Son of God is God manifested in flesh, is the second member of the Godhead, co-equal and co-eternal with The Father and The Holy Spirit.

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

**Section 4 The Salvation of Man.**

***(a) Man’s only hope of redemption is through the shed blood of Jesus Christ.***

On the cross Jesus Christ became sin and sickness providing both salvation and diving healing for all mankind (Psalm 103:3), being justified freely by His Grace through the redemption that is in Christ Jesus. “For by grace we are saved through faith.” “The word is near you, in your mouth and in you heart- that is, the word of faith which we are preaching,

that if you confess with your mouth Jesus as Lord, and believe in your heart that God raised Him from the dead, you shall be saved; for with the heart man believes, resulting in righteousness, and with a the mouth he confesses, resulting in salvation” (Romans 3:24; Ephesians 2:8; romans 10:8-10).

***(b) The evidence of Salvation.***

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

***(c) Faith and Works.***

Salvation is by faith in Jesus Christ and not by human works; however, we are created in Christ Jesus unto good works. Our works will determine our rewards in eternity. (II Corinthians 5:10 and Ephesians 2:8-10)

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

Any person interested in becoming a member of the congregation of the Church shall seek Baptism by water following profession of faith in Jesus Christ as Savior and Lord as described in the “Membership” portion of these bylaws.

**Section 6. The Lords Supper.** “And when He had given thanks, He broke it and said, this is my body which is broken for you. Do this in remembrance of me. In the same way also the cup, after supper, saying, this cup is the new covenant in my blood, do this, as often as you drink it, in remembrance of me. Let a man examine himself, and so eat of the bread and drink of the cup.” The sacrament of Holy Communion shall be observed. (1 Corinthians 11:24, 25, 28)

**Section 7. The Promise of The Father.** All believers are entitled to, and should ardently expect and earnestly seek, the promise of the Father, the Baptism with the Holy spirit, according to the command of our Lord Jesus Christ. This was the normal experience of the early Christian church. With it comes the enduement of power for life and service. (Lune 24:49; Acts 1:4-8) This wonderful experience is distinct from and subsequent to the experience of the new birth (Acts 2:38; 10:44-46; 11:14-16; 15:7-9)

**Section 8. The Church.** The Church is the Body of Christ, the habitation of God through The Spirit, with divine appointments for the fulfillment of her great commission. Each believer, born of the spirit is an integral part of the general assembly and church of the firstborn, which are written in Heaven (Ephesians 1:22; 2:19-22; Hebrews 12:23; I Corinthians 12:27)

**Section 9. Prosperity.** We believe in a Holistic Gospel; God wants to prosper His people.

- (a) Spiritual. John 3:3, 11; II Corinthians 5:17-21; romans 10:9-10)
- (b) Mental. II Timothy 1:7; Romans 12:2; Isaiah 26:3.
- (c) Physical. Isaiah 53:4-5; Matthew 8:17; I Peter 2:24.
- (d) Financial. III John 1:2; Malachi 3:10-11; Luke 6:38; II Corinthians 9:6-10; Deuteronomy 28 :1-4.
- (e) Social. Proverbs 3 :4.

**Section 10. Creation of Man and Woman.** We believe God created Man and Woman according to the Genesis Account of Creation only. (Genesis 1:27; 2:7; 2:18-23)

**Section 11. Marriage.** We believe Marriage is between one (1) man and one (1) woman (as defined in Section 10) as Ordained by God. (Genesis 2:24)

**Section 12. Blessed Hope.** Jesus is coming again to gather all His Saints to Heaven. (I Corinthians 15:51-52; O Thessalonians 4:46-17; II Thessalonians 2:1)

**Section 13. The Lake of Fire.** Those who have not accepted the redemptive work of Jesus Christ will suffer eternal separation from the Godhead. The devil and his angels, the beast and the false prophet, and anyone whose name was not found written in the Book of Life, shall be consigned to everlasting punishment in the lake of fire which burns with brimstone. This is the second death, the lake of fire (Revelation 19:20; 20:10-15).

**Section 14. The Millennial Reign of Jesus.** The return of our Lord Jesus Christ with His Saints from Heaven to rule and reign for one thousand years on earth as the Scriptures promised (Romans 11:25, 27:2; 2 Thessalonians 1:7; Revelation 19:11-16; 20:1-7). After this, there shall be a new heaven and a new earth (Revelation 21).

**Section 15. Church Activities.** Pleasant Hill Church reserves the right to refuse use of the facility by the membership of the congregation, staff, volunteers, or community at large for activities that violate the TENENTS OF FAITH AND DOCTRINE of our Church.

**Section 16. Smart Sanctuary- Protection of our Venerable Persons.** Smart Sanctuary is policy with guidelines developed to protect our vulnerable persons in order to make our congregation a safe place where everyone may experience the abiding love of God and fellowship within the community of faith.

### ARTICLE III

## **Membership**

### **Section 1. Membership.**

- (a) Transfer of membership may occur from Pleasant Hill United Methodist Church as it disaffiliates and becomes Pleasant Hill Church of Florence, Alabama by whatever means set forth by the Administrative Board.

- (b) Persons who come for membership upon profession of faith shall be accepted as a candidate for church membership awaiting baptism. The Pastor may make decision concerning special circumstances related Baptism.
- (c) Persons who desire to become a member through transfer from a church of like faith as described in our Tenets of Faith and Doctrine in these bylaws may do so upon profession of Faith and previous Baptism or a Letter of Transfer.

**Section 2. Regular Worship Service.** The members of the congregation shall meet for regular worship services. The day of the week and time for each regular worship service shall be established by the Administrative Board.

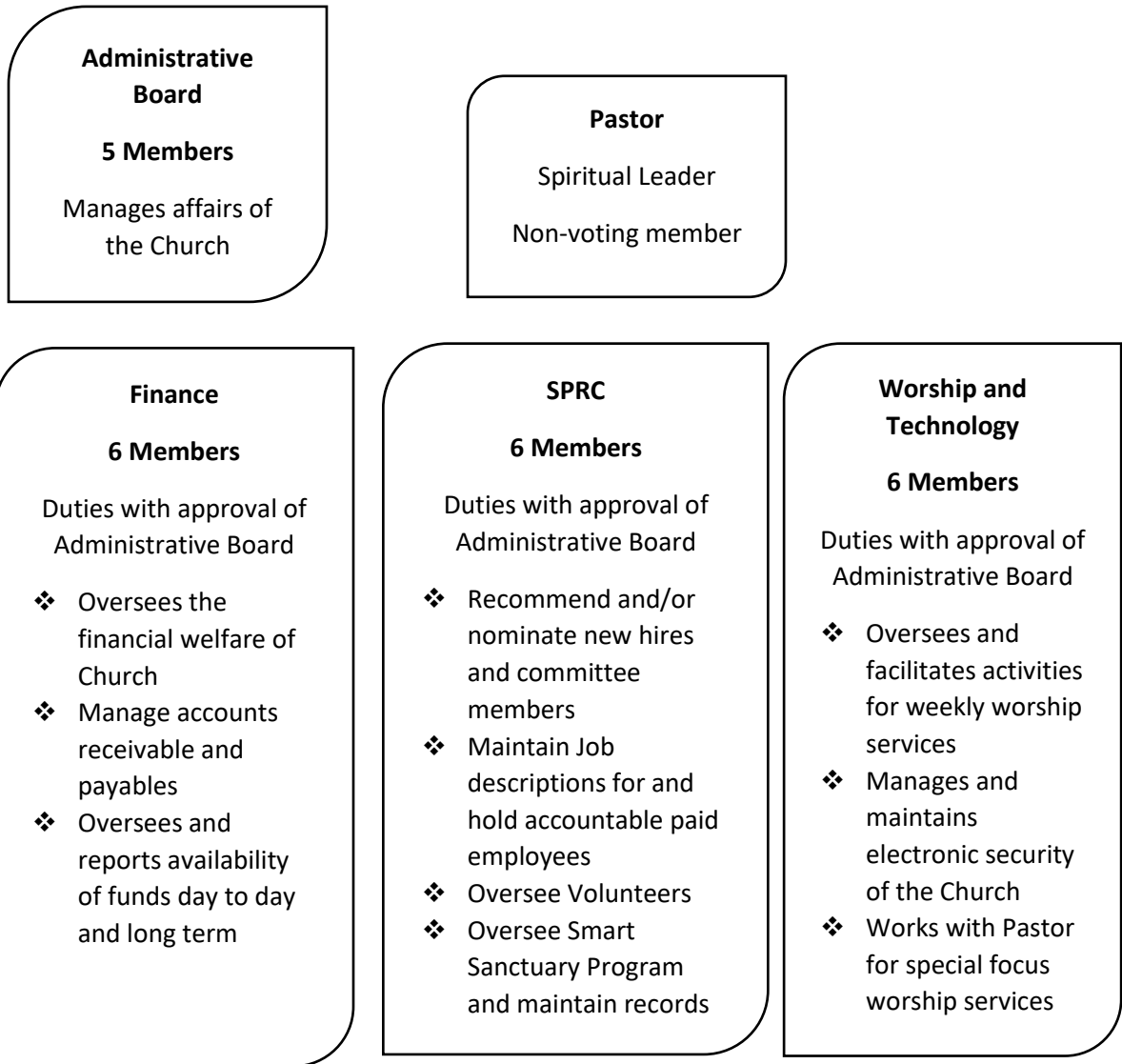
**Section 3. Discipleship.** As believers in Christ, we are all called to make disciples. The scripture teaches that disciples make disciples. Therefore, each member shall be involved in as personal program of discipleship.

**Section 4. Corporate Accountability.**

- (a) **Cooperative Action.** The members of the congregation of the Church shall give consent to its forms of government, together with the past policies, and to the policy of fundamental unity and agreement, alike in doctrine, conduct and action, and shall conform to the Word of God.
- (b) **Attitude Toward Strife.** Since no Christian institution can comply with the plan teaching of Scripture unless unity and harmony exist within its circle, no member of the congregation may cause strife, but shall work in harmony with other members of the congregation. (Acts 2:42). If there is cause for dissatisfaction, it shall be called to the attention of first those involved for a peaceful solution with Pastor involvement if needed. The Administrative Board shall be consulted by the Pastor if a peaceful resolution can not be obtained. (Matthew 18: 15-18)
- (c) **Financial Support.** All members of the congregation shall be expected to faithfully tithe and support the programs and needs of the Church in proportion as the Lord shall prosper them. (Malachi 3:10; I Corinthians 16:1-2; II Corinthians 9:6-9).
- (d) **Self-Discipline.** This church believes strongly in self-discipline, the holding of self to high ideas of living and strict loyalty to Jesus and conformity to God's written Word. Each one is asked to keep in mind that he is judged of the Lord; in his relationship to Him he must stand or fall. He should himself be constrained and restrained by the love of God.
- (e) **Attendance to Regular Worship.** The Membership roll of the church will be reviewed on a yearly basis to temporarily remove members that are no longer active over a twelve (12) consecutive month period or remove members that have passed away or have transferred membership to another congregation in order to maintain an accurate membership of the congregation roll.

ARTICLE IV

**Leadership Structure**



ARTICLE V

**Administrative Board and Ministry Committees**

**Compositions and Meetings**

**Section 1. General Powers.** The affairs of the Church shall be managed by the Administrative Board with recommendations by Ministry Committees.

## **Section 2. Number, Term, and Qualifications and Considerations.**

**Administrative Board-** The number of Administrative Board members will be five (5). The Administrative Board is made up of the chair of each of the Ministry committees; Trustees, Finance, SPRC, and Worship and Technology Committees and an Administrative Board Chair.

**Board Chair.** The Administrative Board Chair shall serve three (3) years.

**Ministry Committee Chair.** Chair members will serve on the Administrative Board 1-3 years based on appointment by their committee, their expressed desire to serve, or appointment by the Administrative Board. In most cases one of the members in their last year of service will be the chair. Any dispute will be resolved by the Administrative Board.

**Ministry Committee's.** Members of the Ministry Committees shall serve three (3) years with two (2) members rotating off every year.

**Qualifications and Considerations.** Members of the Ministry Committees and the Administrative Board Chair shall be a member of the Church for at least twelve (12) months, be current in Smart Sanctuary and attend regularly. Members of the same family will not be nominated to serve on the same committee, if possible.

**Initial Administrative Board and Ministry Committees-** Members already in place during the disaffiliation will be maintained in their current position upon their approval and

Filling Open Positions to a Ministry Committee. To fill any vacated or open position to the Ministry Committees made open by vacating or yearly rolling-off of the committee, the process below will be followed.

- SPRC will present candidates,
- SPRC will gain approval of the Administrative Board for candidates,
- The congregation will approve candidates by a two-thirds (2/3) vote of membership of the Congregation in attendance at the vote,
- The congregational meeting for the vote shall be announced for 14 days (across two Sundays) in the church bulletin and by announcements at worship servi.es.

Filling vacated Administrative Board Chair Position. The Administrative Board Chair's will be replaced with a current Ministry Committee chair by 2/3 vote of the combined meeting of the Administrative Board and Ministry Committees members. A majority of the total combined members of the Administrative Board and Ministry Committee members shall constitute a quorum for all combined meetings.

Filling Administrative Board Chair on a every three (3) year cycle will occur as the process for fill Ministry Committee Members.

**Nomination Deadlines for SPRC and Membership Vote.** SPRC Committee will present nominees to the Administrative Board by the regular November meeting of the Administrative Board. The Administrative Board will facilitate a vote of the membership of the Congregation for vote on the candidates for Administrative Chair and/or Ministry Committees by the December meeting of the Administrative Board following the guidelines set forth in these Bylaws for Special meetings of the membership of the congregation.

Due to the membership being transferred from our disaffiliation, current active members of Pleasant Hill United Methodist Church, that transfer membership to Pleasant Hill Church, will be considered by SPRC as having met the requirements to be a candidate and will agree to attend Smart Sanctuary at the earliest opportunity.

### **Section 3. Regular Meetings.**

**Administrative Board meetings.** As designated by the Administrative Board, regular meeting of the Administrative Board will be held monthly with the meeting being announced at least 7 days in advance. The members may provide, by resolution, the time and place for holding additional regular meetings without other notices. All meetings shall be held at the Church unless otherwise noted.

**Ministry Committee meetings.** Each Ministry Committee may set their own meeting frequency but shall meet at least every three (3) months. Meetings shall occur at a frequency to address the needs of the church. Meetings shall be announced at least 7 days in advance.

A yearly meeting of the combined Administrative Board and Ministry Committee Members will be held. The meeting will be scheduled and announced as described in Section 4 "Special Meetings" below.

All Administrative Board and Ministry Committee meetings are open to the membership of the congregation unless a situation occurs where privacy laws are concerned, or otherwise specified by law.

Section 4. Special Meetings. A special meeting of the Administrative Board or a Ministry Committee may be called by the Administrative Board or a Ministry Committee member or arranged by request of congregational member(s).

#### **Notice for Special Procedure Meetings.**

- (i) **Combined meeting of Administrative Board and Ministry Committees.** Seven (7) days' notice in writing shall be provided for a combined Administrative Board and Ministry Committees meeting. Notice shall be given to each member of the Board or Committee and the present Pastor.
- (ii) **Membership Congregation Meetings.** Notice to the congregation of any membership of the congregational meetings shall be given orally at each Sunday service at least fourteen (14) days (to include two Sundays) prior to

such meeting and in writing by placing the announcement of said meeting in each Sunday bulletin during the same time frame.

- (iii) **Quorum for Special Meetings.** A majority of the total combined members of the Administrative Board and Ministry Committee members shall constitute a quorum for all combined meetings. A quorum for the membership of the congregational meetings as set forth in this shall consist of a majority of the membership of the congregation present at the special meeting.

**Section 5. Notice.** Notice of regular meetings or any special meetings of the Administrative Board or Ministry Committees shall be given to each member of the meeting Board or Committee. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**Section 6. Action by Unanimous Written Consent without Meeting.** Any action required or permitted to be taken by the Administrative Board or Ministry Committee(s) under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall consist of video conference or email and shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Administrative Board. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous written consent of the Administrative Board and/or specific Ministry Committee without a meeting and that the Bylaws of this corporation authorize the Administrative Board and/or specific Ministry Committee to so act, and such statement shall be self-evident of such authority.

**Section 7. Quorum.** The Administrative Board shall not conduct business via a quorum. A majority of a Ministry Committee shall constitute a quorum for the transaction of business at any meeting of that committee due to the final approval needed by the Administrative Board for final action.

**Section 8. Board and Ministry Committee Decisions.** The act of a majority of a meeting of a specific Ministry Committee meeting at which a quorum is present shall be the act of that Committee, unless the act of a greater number is required by law or by these Bylaws.

**Section 9. Vacancies, Additions, Elections and Removal.**

Any vacancy occurring in the Administrative Board or a chair member of a Ministry Committee will be filled by the next person in line in the affected committee.

A loss of the Administrative Board Chair will be filled by one of the remaining Administrative Board members. The next person in line in the committee of the Ministry Chair that assumes the Administrative Board chair will move up to the Administrative Board. The Chair of the Administrative Board and the Ministry Committee chair from the affected committee will still serve on the committee they came from to allow for a six (6)



member committee or the SPRC committee will submit candidates as set forth in Article V, Section 2 of these Bylaws.

If the Church is without an Administrative Board, the Trustees will be the governing authority until an Administrative Board can be restored.

**Section 10.** Administrative Board members and Ministry Team Members shall not receive any salaries for their services.

## ARTICLE VI

### **Offices and Officers**

**Section 1. Pastor.** The Church finds its Spiritual Leadership under the Lord Jesus Christ, in its Pastor. The Pastor is the Spiritual Leader of the Church and shall have general management of spiritual matters. Pastor is a non-voting member of the Administrative Board and Ministry Committees unless doing so creates a conflict of interest. The Pastor and Administrative Board will strive to maintain an open and peaceful relationship.

#### **(a). The primary duties of the Pastor are:**

- ❖ Spread the word of God and shepherd followers seeking spiritual guidance as taught in 1 Peter 5:2-4
- ❖ Equip the saints to do the work of ministry (Ephesians 4:11-12) in the faithful exercise of their gifts (1Corinthians 12; Romans 12)
- ❖ Provide leadership and vision for ministry within the Church.
- ❖ Direct plans for ministry and church growth as The Holy Spirit directs.
- ❖ Facilitate the contact/visitation of hospitalized or grieving church members.
- ❖ Lead in observance of the ordinances of the church.

#### **(b). Pastor Resignation, Removal**

- ❖ **Resignation.** In the event the Pastor should voluntarily choose to leave, the position will be prayerfully filled by SPRC Committee nomination, approval of the Administrative Board and two-thirds (2/3) vote of membership of the congregation in attendance at the vote. The Administrative Board or designee will oversee staffing the pulpit until hiring of a Pastor.
- ❖ **Removal.** In the event serious charges are preferred against the Pastor or Pastoral ministry has ceased to be effective, the matter shall be brought to the SPRC. In the event the matter cannot be resolved at this meeting, power is then vested in the Administrative Board and Ministry Committees to come together with the Pastor to consider Pastor removal. Upon recommendation of removal by a two-thirds (2/3) majority of the combined vote of the Administrative Board and Ministry Committees this matter shall be referred to the congregation for a vote. A two-thirds (2/3) majority vote of the membership of the congregation present at the meeting shall be

required for removal. The Administrative Board or designee will oversee staffing the pulpit until hiring of a Pastor.

- (i) **Order of Business.** The order of business at the meeting of the members of the congregation shall be as follows:
  - a. Roll Call.
  - b. Presentation of evidence by the combined Administrative Board and SPRC or designee.
  - c. Presentation of case by Pastor or designee.
  - d. Rebuttal evidence presented by Combined Administrative Board and SPRC or designee:
  - e. Testimony from members of the congregation for vote.

**(c). Pastoral Recruitment and Confirmation.** In the event the Pastor shall resign or be removed, the SPRC Committee will recruit and present a candidate for pastor to the Administrative Board and the membership of the congregation. This process shall be spiritually directed and accomplished as expeditiously as possible.

**(d). Presentation.** Upon recommendation of the SPRC, the pastoral candidate shall be presented to the combined Administrative Board and Ministry Committees for their approval and recommendation. In the event two-thirds (2/3) of the combined Board and Ministry Committees shall approve said candidate this matter shall be referred to the membership of the congregation for vote.

**(e). Final Approval.** In the event a candidate for pastor is approved by the combined Board and Committees, the membership of the congregation shall be called together to vote, by secret ballot, on said candidate. A two-thirds (2/3) majority vote of the membership of the congregation present at the vote shall be required to elect said candidate to office.

**(f). Notice and Quorum for Special Meetings.** A special notice procedure for all meeting referenced in this ARTICLE, shall apply as follows:

- (i) **Combined meeting of Administrative Board and Ministry Committees.** Seven (7) days' notice in writing shall be provided for a combined Administrative Board and Ministry Committees meeting. Notice shall be given to each member of the Board or Committee and the present Pastor.
- (ii) **Membership Congregation Meetings.** Notice to the congregation of any membership of the congregational meetings shall be given orally at each Sunday service at least fourteen (14) days (to include two Sundays) prior to such meeting and in writing by placing the announcement of said meeting in each Sunday bulletin during the same time frame.
- (iii) **Quorum for Special Meetings.** A majority of the total combined members of the Administrative Board and Ministry Committee members shall constitute a quorum for all combined meetings. A quorum for the membership of the

congregational meetings as set forth in this shall consist of a majority of the membership of the congregation present at the special meeting.

**Section 2. Administrative Board.** Consist of five (5) members. The chair of the Ministry Committees; Trustees, Finance Committee, Staff Parrish Relations Committee (SPRC), Worship and Technology Committee and the Chair of the Administrative Board. The Administrative Board has final say over the activities of Ministry Committees. Short term Ad hoc committees may be created to facilitate the work of the Administrative Board. The Administrative Board is accountable to the membership of the Congregation.

**Section 3. Trustees.** A Trustee is a member in good standing. Trustees are responsible for oversight routine maintenance, safety and upkeep of church properties and belongings. Trustees recommend property and major equipment sale and purchase to the Administrative Board for approval. Their service is three (3) years.

**Section 4. Finance Committee.** The Finance Committee oversees the financial elements and actions of the church. The primary goal is to faithfully receive, steward, and use the financial assets in a manner that supports the church's stated mission and ministry. All fundraising funds for the church go through the Finance Committee. The Finance Committee manages accounts receivable and payables and oversees and reports availability of funds for day-to-day business and long-range business. The Treasure is a member or designee of the Finance Committee and monitored by the Finance committee. Their service is three (3) years. A member may be asked to serve more than three (3) years on this committee.

**Section 5. Staff Pastor Relations Committee (SPRC).** Serves as the nominating committee for Ministry Committees and Staff to include pastors. SPRC maintains job descriptions for paid staff and holds staff accountable. SPRC oversees volunteers and Sanctuary Safety Program. Their service is three (3) years.

**Section 6. Worship and Technology Committee.** Their service is three (3) years.

**Technology-** This committee maintains and facilitates electronic media, sound and technology used in weekly worship, fellowship, outreach, church marketing, and special events. Operates, maintains, and safeguards the technical assets of the Church. A member may be asked to serve more than three (3) years on this committee.

**Worship-** Works closely with Pastor to facilitate weekly worship activities, church ordinances and special focus services such as Easter, Christmas, and other religious holidays. Facilitates planning of fellowship activities.

**Section 7. Administrative Board Chair-** Presides over the Administrative Board. Serves three (3) years.

**Section 8. Resignation, Vacancies, and Removal Officers.** Any officer, except for the pastor, elected or appointed by the membership of the Congregation can be recommended for removal from office. The SPRC committee will serve as the point of contact for recommendation for removal of a member of the Administrative Board or Ministry

Committee members. If the member recommended for removal serves on the SPRC committee, the Administrative Board will be the point of contact. Recommendations for removal are not taken lightly and removal shall not occur without merit.

(a) **Removal of Officers.** Final approval for removal shall be made by a combined meeting of the Administrative Board and Ministry Committees as described in Article V, Section 4 of these bylaws.

**Section 9. Election and Term of Office.** Ministry Committee positions shall be nominated by the SPRC committee and presented to the Administrative Board for approval. A scheduled and announced meeting for two Sundays both verbal and in the bulletin will occur before the called meeting for vote. The candidates shall be elected by a two-thirds (2/3) vote by the membership of the congregational members in attendance. Members shall serve on their respective committees for 3 years. Two (2) new members will be elected each year as two (2) members roll off of their three (3) year service.

**Section 10. Ad-Hoc Ministry Teams.** Ad-Hoc Ministry Teams may be commissioned by the Administrative Board, Ministry Committees or Pastor for a special focus project or to facilitate ministry in specific areas. An example of an Ad-Hoc Ministry Team would be Fundraising Team, Kitchen Team, Visitation Team, Outreach Team, Cemetery Team, Nominations Team, etc. Ad-Hoc Ministry Teams work and members shall be reviewed yearly by Administrative Board for updating and renewal.

## ARTICLES VII

### **CHURCH RECOGNIZED TRUTHS**

- (A) We believe God created Man and Woman according to the Genesis Account of Creation. We believe Marriage is between One Man and One Woman as ordained by God.
- (B) Weddings at Pleasant Hill Church are Christian Worship services uniting One Man and One Woman.
- (C) All facilities of Pleasant Hill Church are used for Christian Purposes as it relates to the Ministry of Pleasant Hill Church.

## ARTICLE VIII

### **Ministry Job Duty List** **Attachments Included**

- Trustees Committee
- Finance Committee
- Staff Pastor Relations Committee
- Worship and Technology Committee

## ARTICLE IX

### **INDEMNIFICATION, INSURANCE AND LIABILITY** **INDEMNIFICATIONS OF CHURCH PASTOR AND OTHER PERSONS**

**Section 1.** The Church shall advance necessary funds or indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Church) by reason of the fact the person is or was the Church's pastor, an Administrative Board member or a member of an Ministry Committee of the Church, or is or was serving at the request of the Church as a director or officer of another corporation partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of guilty or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Church, and , with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. If conduct was known to be unlawful there will be no indemnification.

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

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

**Section 4.** Expenses incurred in defending a civil or criminal action, suit or proceeding of the kind described in Section 1 and 2 of this Article shall be paid by the Church in advance of the final disposition of such action, suit or proceeding upon receipt of any undertaking, by or on behalf of the person who may be entitled to indemnification under these Sections,

to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Church.

**Section 5.** The Church may, at the discretion of any to the extend and for such persons as determined by the Administrative Board of the Church (i) indemnify ant person who neither is not was the Church's Pastor, a member of the Administrative Board or Ministry Committee of the Church but who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, what civil, criminal, administrative or investigation (and whether brought b by or in the right of the Church), by reason of the fact that the person is or was a representative of the Church, against expenses (including attorney fees), judgments, fines and amounts paid in settlement, and actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding; and (ii) pay such expenses in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or On behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that such person is not entitled to be indemnified by the Church.

**Section 6.** Any right to indemnification provided in this Article shall continue as to a person who has ceased to be a pastor, Administrative Board or Ministry Committee Member and shall insure to the benefit of the heirs, executors, and administrators of such a person.

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

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

**Section 9.** Any person who shall serve as the church's Pastor, on a member of the Administrative Board or one of the Ministry Committees, employee, or agent of the Church or who shall serve at the request of the Church, as director, officer, employee or agent of another corporation, joint partnership, joint venture trust or other enterprise shall be deemed to do so with knowledge of and in reliance upon the rights of indemnification provided in this Article, under applicable state law indemnification provisions and amended from time to time and in or under any similar law adopted in lieu thereof.

**Section 10.** Acts contrary to Smart Sanctuary will be reported to the appropriate legal authority when made know to the Pastor, Administrative Board, or a Ministry Committee.

## ARTICLE X

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The Administrative Board 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 may be confined to specific instances.

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

Items to be purchased that are not in the normal routine of church operations shall go through the Ministry Committee overseeing that area. The Ministry Committee may consult the Administrative Board for approval. When appropriate, a Special meeting may be called to allow vote by the membership of the congregation.

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

**Section 4. Gifts.** The Administrative Board may accept on behalf of the Church any contribution, gift, bequest, or devise for any purpose of the Church (Malachi 3:10; Luke 6:38; I Corinthians 16:1; and II Corinthians 9:6-8)

## ARTICLE XI

### **BOOKS AND RECORDS**

The Church shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Administrative Board, Ministry Committees, teams having and exercising any of the authority of the Administrative Board, and any other team, and shall keep at the principal office a record giving the names and addresses of the Administrative Board and Ministry Committee members and members entitled to vote. All books and records of the Church may be inspected by any member or his agent for any proper purpose at any reasonable time.

## ARTICLE XII

### **FISCAL YEAR**

The fiscal year of the Church shall be the calendar year.

## ARTICLE XIII

### **DISSOLUTION**

**Section 1.** Upon the dissolution of the Church, the Administrative Board shall, after payment of all the liabilities of the Church, dispose of all the assets of the Church exclusively for the purposes of the church in such a manner, or to such organization or organizations organized and operated exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively as an Evangelical Christian Church or organization of like kind and like faith shall qualify as an exempt corporation or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or for the corresponding provision of any future United States Revenue Law) as the Administrative Board shall determine.

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

## ARTICLE XIV

### **AMENDMENT OF BYLAWS**

The Articles of Incorporation and these Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a recorded two-thirds majority vote of the membership of the congregation in attendance for the vote. At least fourteen (14) days announced and written advance notice of a meeting called for the purpose of altering, amending, or repealing the Church's Bylaws or Articles of Incorporation shall be given by Announcement on during Sunday Morning Worship service and written announcement in the Church bulletin.



**BYLAWS OF**  
**Pleasant Hill Church of Florence, Inc**  
**D.B.A. Pleasant Hill Church**  
**A Not for Profit Corporation**

**ADOPTION**

Adopted by the full Administrative Board this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_ Administrative Board Chair

\_\_\_\_\_ Finance Committee Chair

\_\_\_\_\_ Trustee Board Chair

\_\_\_\_\_ SPRC Chair

\_\_\_\_\_ Worship/Technology Chair