

Amended and Restated

Allison Park Church of the Assemblies
of God, Inc.

Bylaws

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Preamble

Recognizing that God has called His people to meet, worship, and serve together in structured ways which the New Testament refers to as local churches, and that it is God's desire that all things be done decently and in order (1 Corinthians. 14:40), we, the Members of Allison Park Church, have set forth the following Bylaws as a basis for that structure and order.

Our paradigm for function is like that of a family. While we recognize that Bylaws are necessary for proper order, we also affirm that the attitudes of love, honor, and respect are the true foundation for any healthy group of people who seek to fulfill God's purposes.

Article 1 – Name and Principal Office

The name of this organization is Allison Park Church of the Assemblies of God, Inc. located in the County of Allegheny, the Commonwealth of Pennsylvania, hereinafter referred to as "Church" or "Allison Park Church".

The principal office of the Church in the Commonwealth of Pennsylvania shall be located at 2326 Duncan Avenue, Allison Park, PA 15101. The Board of Directors of the Church, hereinafter referred to as the "Directors," shall have full power and authority to change any office from one location to another, either in Allison Park, Pennsylvania or elsewhere. The Church shall comply with the requirements of the Law and maintain a registered office and registered agent in Pennsylvania. The registered office may be, but need not be, identical to the Church's principal office in Pennsylvania. The Directors may change the registered office and the registered agent as provided in the Law.

Article 2 – General Provisions

2.1 Purpose

The Church is a contemporary expression of the New Testament Church. Our desire is to imitate, experience, and live out the reality of Christ's presence in the way the 'Acts' church did. Scripture paints a picture of a church committed to five primary purposes: worship, fellowship, discipleship, evangelism, and service.

These purposes are drawn from the two directives given by Jesus Himself, the Great Commandment (Mark 12:28-34) and the Great Commission (Matthew 28:18-20).

It is our stated objective to call people to become fully devoted followers of Jesus and to live out the values and realities of the book of Acts.

2.2 Powers and Restrictions

The Church is organized and shall be operated exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including future amendments (the "Code"). In furtherance of its charitable, religious and educational purposes, the Church is organized:

- (1) So that the one far from God may be filled with life in Christ; and
- (2) For communication of the Good News of salvation through faith in Jesus Christ to all persons as stated in Romans 1:16-17; and
- (3) To equip and enable each individual for the purposes of our Statement of Fundamental Truths, including but not limited to the Condensed Statement of Faith attached hereto as **Exhibit 1**, through the provision of opportunities for worship, education, service, and fellowship as described in Ephesians 4: 11-16; and
- (4) To provide spiritual oversight for the membership and to meet spiritual, emotional and physical needs of people through faith in Jesus Christ and by resourcing and networking with the Body of Christ in fulfilling the Great Commission; and
- (5) To organize and facilitate religious worship and associated services; and
- (6) To engage in charitable outreach, including but not limited to feeding the hungry; giving drink to the thirsty; clothing the naked; sheltering the homeless; visiting the sick; visiting the imprisoned; and burying the dead. Matthew 25: 34-46; and
- (7) To engage in educational outreach, including but not limited to the provision of educational programs and services; and
- (8) To train individuals for ministry and provide local church credentials to qualified individuals engaged in ministry at the Church; and
- (9) To receive and maintain funds for educational and charitable purposes and to support other educational organizations that benefit schools, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
- (10) To exercise all of the powers now or hereafter conferred upon nonprofit corporations by the law; and
- (11) Notwithstanding any other provision of these articles, the Church shall not carry on any activity not permitted to be carried on by:
 - a. a corporation exempt from income tax pursuant to Section 501(c)(3) of the Code; or
 - b. a corporation, contributions to which are deductible under Sections 170, 2055 and 2522 of the Code; and
 - c. a corporation organized under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, 15 Pa. C.S.A. § 5101 – § 6162; and
- (12) No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes; and
- (13) Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the Church shall consist of carrying on propaganda, or otherwise attempting, to

influence legislation. The Church shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office; and

- (14) The Church shall have all implied powers necessary and proper to carry out the aforementioned express powers.

2.3 Prerogatives

The Church shall have the right to govern itself and conduct its own affairs according to the standards of the New Testament and the values of healthy family function. Our objective, as an organization, is to follow Jesus in a unified and effective way.

These rights for self-governance shall include such matters as the calling of a Pastor, selection of Directors, discipline of Members, and the conduct of all its services, ministries, and initiatives.

It shall also have the right to purchase, acquire by gift, own, use, sell, mortgage, lease, or dispose of any real estate and property as may be necessary for the furtherance of its purposes.

2.3 Amendments

These Bylaws may be amended by majority vote of the Directors of the Church who are present and voting at a duly called regular or special Directors' meeting.

After passage, such amendments will become effective immediately and will be communicated to the Church's Membership within sixty days. Such communication may be by electronic communication, such as e-mail, or by written correspondence.

Article 3 - Affiliation

The Church shall have perpetual existence and is a sovereign assembly. As such, the Church maintains the right to govern its own affairs. Recognizing, however, the benefits of cooperation with other like-minded churches, the Church voluntarily affiliates with the Assemblies of God, both nationally and locally. The Church also reserves the right to network with other organizations of 'like-mind' as it deems beneficial.

Article 4 - Statement of Faith

The Statement of Faith of the Church shall include the following tenants of the faith, as well as the Condensed Statement of Faith attached hereto as **Exhibit 1**:

- (1) We believe in one God who is the Creator of all things. He is all-knowing and all-powerful. He is unconditionally loving, relentlessly merciful, and absolutely just. And He has revealed Himself as Father, Son, and Holy Spirit.
- (2) We believe that Jesus Christ is fully human and fully God. He lived a sinless life. He died a substitutionary death on the cross. And He was raised from the dead on the third day.
- (3) We believe that humankind is created in the image of God. We believe that all have sinned and fallen short of the glory of God. And we believe that unconditional love, unlimited forgiveness, and undying hope are found in Jesus Christ—the one and only mediator between God and man.
- (4) We believe that God is beyond human reason and imagination, but He has revealed Himself through His word. The Bible is our source of divine inspiration and timeless wisdom. We believe the Bible is inspired, authoritative, and infallible.
- (5) We believe that the Spirit of God indwells every believer. The fruits of the Spirit are the by-product of a spirit-filled life and evidence of spiritual maturity. The gifts of the Spirit should be earnestly sought and used to serve others and glorify God.
- (6) We believe and practice two primary New Testament Ordinances. First, Baptism by immersion in water is administered to all who profess faith in Christ. It is an outward declaration of the death, burial, and resurrection of Jesus and the new life that becomes ours as a result of faith in Him. Secondly, we regularly celebrate the Lord's Supper (Communion) as taught in the Scriptures.
- (7) We believe the family is the first and most important classroom and training ground for society. We believe God's best vision for the family is based on a marriage covenant between a man and a woman, which provides the child with the effective presence of both a father and a mother in his or her upbringing. The family provides the security, the heritage, and the perpetuation of morality without which no society can survive (Genesis 4:1-2; Ephesians 6:1-4).
- (8) We believe God created marriage (Gen. 2:22). It is a covenant made between a man and a woman that makes them one (Gen 2:24). The marriage covenant requires the married parties to be faithful, loving, and helpful to each other as long as they both shall live (Mark 10:3-10). Christians are not to marry unbelievers (2 Cor. 6:14-18). Those whom God has directed to be joined together shall, after counseling with the pastor concerning what God requires of them, be joined in Christian marriage (Malachi 2:13-16; Matthew 5:32; 19:5-6,9; Romans 7:2-3; I Corinthians 7:10-11, 15; II Corinthians 6:14; Ephesians 5:22-23).

This Statement of Faith is a condensed version of the Assemblies of God Statement of Fundamental Truths. We affirm the full Statement of Fundamental Truths approved by the General Council of the Assemblies of God. A complete statement of faith is available at www.ag.org.

Article 5 - Membership

5.1 – Qualifications

The Church's membership is open to all who profess their faith openly in our Lord Jesus Christ and stand in agreement with the Church's statements of faith, structure, and strategy. There shall be one class of membership (hereinafter the "Members") and the Members shall all be people who faithfully contribute, through tithes and offerings, to the finances of the Church.

Membership is granted and recognized by the Executive Team once a person has attended a membership interview/class, completed and returned the commitment form, and demonstrated regular financial giving through tithes and offerings to the Church.

The Executive Team may, from time to time, adopt and amend the application procedures for membership in the Church.

Membership - Shall be open to anyone eighteen years or older who meets the qualifications for Membership as stated by these Bylaws. Members are those who have:

- a. Professed faith in Jesus Christ and decided to become His disciples.
- b. Signed the Membership Commitment
- c. Been baptized in water following their decision to choose Christ.
- d. Demonstrate a willingness to be governed by the Church and its leaders.
- e. Affirmation of the Statement of Faith and Fundamental Beliefs of the Church as contained in **Exhibit 1**.

Following affirmative action by the Executive Team on any application for Membership, an individual will be added to the Membership of the Church.

5.2. The Membership Commitment

Each new Member shall signify their commitment to the Church by signing and dating an application that represents a commitment to attend church regularly, contribute financially through tithes and offerings, and participate in the life of the Church through groups and through service.

5.3. Membership Meetings

- (1) A Membership Meeting shall be held annually.
- (2) Additional Membership Meetings may be called for the following purposes:
 - For the purpose of approving a financial transaction outside the scope of those which may be authorized by the Directors as defined in Article 10;
 - By the Overseers in case of a Lead Pastor vacancy;
 - By the Lead Pastor for any purpose deemed necessary.
- (3) Notice - Any Membership Meeting must be duly called and notice sent to the Members no less than 10 days prior to the proposed meeting. Notice can be given either via mail to the address on record, by electronic mail to the e-mail address of record, or through a public announcement during all weekend services.
- (4) Quorum - A quorum consists of the Members present at any duly called Membership

Meeting.

- (5) Order - To facilitate the conduct of business in an orderly and satisfactory manner, the Membership Meetings shall be governed by the accepted rules of parliamentary procedure in keeping with the spirit of Christian love and fellowship. The Secretary of the Directors is responsible for keeping a record of the proceedings and ensuring that parliamentary procedure is followed.

5.4 Transfers

- (1) Transfer from Church - A letter of transfer will be granted by request to those Members who desire to be transferred to another congregation.
- (2) Transfer to Church – Individuals with a letter of transfer from another Assembly of God Church, signed by their Lead Pastor, will be granted Member status at Allison Park Church.

5.5 Rights & Responsibilities

Membership is a calling to function actively as a committed part of this local body, rather than simply joining a club or merely affiliating with an organization.

Those who are actively contributing as Members also have the right and responsibility to:

- (1) Participate prayerfully in the decision-making process regarding the filling of the vacancy of the Lead Pastor, as well as any fiscal decision described in Article X of these Bylaws.
- (2) Continually protect the unity of the Spirit and maintain the bond of peace.
- (3) Serve in Leadership. Only Members are eligible to serve as a Director, Small Group Leader, or in any other leadership function of the Church.
- (4) Follow the Biblical Dispute Resolution process as outlined in Section 9.2 when conflict arises with another Member.

Article 6 – Governance

6.1 – Values

The Church will have the right to govern itself according to the principles of the Bible.

- (1) It is the intent of the Church to function less like an institution and more like a family. We recognize that families seek relational solutions to problems and not political ones. However, we also realize that leadership processes must be defined and clear.

The ultimate goal of the leadership processes of the Church is the implementation and obedience to the specific will of Jesus defined through the Bible, the leading of the Holy Spirit, and the agreement of this community of faith.

We use the Seven Values of Church Family Governance as a guide, available at

www.allisonparkchurch.com.

- (2) The governance of the Church is vested in the Directors, with the exception of two matters which require a vote of the Membership, property transactions outlined in Article 10 and the affirmation of a new Lead Pastor outlined in Article 6.3 section 3.
- (3) The plenary power to oversee the spiritual affairs and the day-to-day operations of the Church is vested with the Lead Pastor. As such, the Church recognizes the biblical authority, divine calling, and unique training of the Lead Pastor and Pastoral Team. As such, the Lead Pastor and Pastoral Team shall provide the vision, perform the planning, oversee the ministry, and develop the proposed budget of the Church to be adopted by the Directors.
- (4) The goal of Pastoral Leadership is to equip the church for ministry in keeping with the purpose of the ministry gifts listed in Ephesians 4:11-16. When those with ministry gifts are empowered to lead, the entire body is built up, unified, and reaches the fullest measure of its potential in Christ.
- (5) The Executive Team, as a representative of the Pastors of the Church, takes the lead in this equipping process and oversees the day-to-day management of the finances, staffing, strategic plan and ministries of the Church. The Directors shall serve as the board of directors of the Church and exercise all corporate powers. The Directors shall work in cooperation with the Lead Pastor and Executive Team and the Overseers in the overall governance of the Church.
- (6) Although not required, it is a goal for every campus of Allison Park Church, where practical, to be represented in the governance of the Church.

6.2 – Governance Roles

The Church seeks to be led by the Holy Spirit in all things. The Lead Pastor, the Directors, the Officers, the Overseers, the Executive Team and the Membership all have a certain role in the Church's governance.

- (1) Role of the Lead Pastor: The Lead Pastor has executive and supervisory control over and is ultimately responsible for both the spiritual and the corporate health of the Church, including communicating the ministry vision and overseeing the day-to-day operations of the Church.
- (2) Role of the Directors (Non-Staff Elders): The Directors shall have the duties and responsibilities generally associated with and exercised by a corporate board and are to serve the Church by assuring compliance with the Church's management policies and procedures, by approving the annual budget and significant financial commitments of the Church.
- (3) Role of the Officers: The Officers are to serve the Church in accordance with those certain roles and responsibilities as may be determined from time to time by the Lead Pastor, the Directors, or by such persons designated by the Directors or Lead Pastor.
- (4) Role of the Overseers (Apostolic Elders): The Overseers shall provide apostolic oversight to the Lead Pastor and are charged with protecting the Church through counsel, prayer, and if required, the discipline of the Lead Pastor.

- (5) Role of the Executive Team. The Executive Team serves in both a spiritual leadership capacity and in a staff leadership capacity, as the protectors and encouragers of a positive spiritual climate within the Church and as seasoned and experienced members of the pastoral team who work alongside the Lead Pastor in carrying out his directives.
- (6) Role of the Members: The Members of the Church support the Lead Pastor in fulfilling his calling; influence the spiritual tone, strength and the direction of the body of believers.

6.3 – Lead Pastor: President and Chief Executive Officer

- (1) Qualifications: The Lead Pastor shall meet the requirements of New Testament leadership and be ordained with the Assemblies of God.
- (2) Duties: The Lead Pastor is uniquely called to be the primary visionary and apostolic leader of the Church. His duties include, but are not limited to:
 - a. Spiritual oversight of the Church.
 - b. Oversight of the Pastoral and Administrative staff, including, but not limited to:
 - i. All employment decisions
 - ii. Delegation of responsibilities to all staff
 - c. Day-to-day operations
 - d. Chairman of the Directors and Executive Team.
 - e. Official spokesperson for the Church.
 - f. Ex-Officio member of all committees, teams, groups, and ministries with the exception of the Directors' Compensation Committee.
- (3) Manner of Election: The Lead Pastor shall be recommended by the Overseers, confirmed by a two-thirds vote of the Transition Team, and affirmed by a two-thirds vote of the Members of the Church.
- (4) Term of Office: The term of the Lead Pastor's office shall be for an indefinite period. The term will expire upon written notice given either by the resignation of the Lead Pastor or by action of the Members of the Church.
- (5) Confrontation and Discipline: The Lead Pastor is morally, theologically, and ethically accountable to the Overseers and to the Pennsylvania-Delaware District Council of the Assemblies of God. Confrontation and discipline for a Lead Pastor should follow the principles outlined in Matthew 18:15-20, as well as the provisions contained in Section 6.3 (6) below:
 - a. Personal and private confrontation about an issue.
 - b. Mediation through the involvement of the Overseers
- (6) Criteria for and process for Discipline of Lead Pastor. If, in the opinion of two (2) or more Directors, the Lead Pastor has engaged in immoral conduct, improper financial practices, has espoused theological views or beliefs contrary to the Statement of Fundamental Truths of the Church or in contradiction to the Condensed Statement of Faith contained in **Exhibit 1**, or has committed an intentional act of fraud, embezzlement, theft, or any material violation of law, or caused any intentional damage to Church's assets or tax-exempt status (hereinafter referred to as "pastoral misconduct") that may require discipline, then the following steps

shall be taken by such Directors:

- a. Notify the Lead Pastor of the charges in writing.
- b. If deemed necessary by said Directors, notify the Overseers and request that the Overseers undertake an investigation of all alleged incidents of pastoral misconduct and the evaluation of appropriate discipline, if warranted.
 - i. Should the Overseers be called upon to investigate pastoral misconduct, an affirmative vote of a majority of the total number of Overseers is required to initiate an investigation.
 - ii. Following the conclusion of the Overseers' investigation and the making of findings in writing, an affirmative vote of a majority of the total number of Overseers is required to recommend disciplinary action against the Lead Pastor.

Following any such majority vote, the Overseers may undertake to recommend discipline of the Lead Pastor to the Directors in any way deemed necessary; the Overseers may vote to recommend the removal of the Lead Pastor from his position of leadership or to terminate the Lead Pastor's employment with the Church. At no time shall the Overseers have authority in the management, control or governance of the Church and shall only have any authority as is explicitly granted in these Bylaws.

6.4 – Lead Pastor Vacancies and Installation

- (1) Vacancy while the Lead Pastor is in Good Standing - The Lead Pastor is in "*Good Standing*" if:
 - a. he is not under investigation by the Overseers; or
 - b. he is not under discipline by the Board.

- (2) If a vacancy in the position of Lead Pastor occurs due to death, disability, resignation or other absence while the Lead Pastor is in Good Standing (as defined herein),
 - a. then the outgoing Lead Pastor shall nominate a candidate to serve as the new Lead Pastor by way of a signed writing (or in a previously signed writing in the event of death) submitted to the Transition Team for its review and consideration.
 - b. The Transition Team shall then submit the outgoing Lead Pastor's nominee for a vote by the Transition Team. An affirmative vote of two-thirds of the representatives then serving on the Transition Team shall be required to confirm the recommendation of a new Lead Pastor to the Membership of the Church.
 - c. This recommended candidate should then be presented to the Membership for their ratification and approval. This candidate appointment must be approved by at least two-thirds of the Members present at a duly called Membership Meeting.
 - d. In the event that the Transition Team or Membership does not approve said nominee, the process shall be repeated until a nominee is selected and approved by both the Transition Team and Membership.
 - e. If the outgoing Lead Pastor is unable or unwilling to nominate a candidate for the position of new Lead Pastor, then the Overseers shall nominate a candidate under the same process described herein.

- (3) Vacancy while the Lead Pastor is Not in Good Standing - The Lead Pastor is "*Not in Good Standing*" if:
 - a. he is under investigation by the Overseers or
 - b. he is undergoing discipline by the Board.

- (4) If a vacancy in the position of Lead Pastor occurs due to death, disability, resignation or other absence while the Lead Pastor is Not in Good Standing (as defined herein),
 - a. then the Overseers shall nominate a candidate for the position of new Lead Pastor by an affirmative vote of two-thirds of the total number of Overseers currently serving. The Overseer's shall submit to the Transition Team its nominee for new Lead Pastor in writing.
 - b. The Transition Team shall then submit the Overseers nominee for a vote by the Transition Team. An affirmative vote of two-thirds of the representatives then serving on the Transition Team shall be required to confirm the recommendation of a new Lead Pastor to the Membership of the Church.
 - c. This recommended candidate should then be presented to the Membership for their affirmation. This candidate appointment must be ratified and approved by at least two-thirds of the Members present at a duly called Membership Meeting.
 - d. In the event that the Transition Team or Membership does not affirm such nominee, the process shall be repeated until a nominee is selected and affirmed by both the Transition Team and Membership.

- (5) Appointment of Interim Lead Pastor - If a vacancy in the position of Lead Pastor occurs due to death, disability, resignation or other absence while the Lead Pastor is Not in Good Standing (as defined herein), then the Overseers may appoint, by a vote of two-thirds of the total number of Overseers then serving, an acting Interim Lead Pastor who shall serve until such time as a new Lead Pastor is nominated and confirmed by way of the process set forth herein. The acting Interim Lead Pastor shall be eligible for nomination and confirmation as Lead Pastor as set forth herein. The Interim Lead Pastor shall not, during his service as Interim Lead Pastor, concurrently serve as an Officer, Director, or Overseer of the Church.

- (6) Installation - The Transition Team shall consist of the following:
 - a. The Transition Team shall be made up of a minimum of three (3) and a maximum of five (5) Directors and a maximum of three (3) members of the Executive Team.
 - b. The respective groups (Directors and Executive Team) shall choose their representatives on the Transition Team by a simple majority vote of their members.

6.5 – Overseers

- (1) Qualifications - The Overseers shall consist of no less than three and no more than five persons. Members of the Overseers must be Ordained Ministers with 10 years of proven ministry experience. They must also be:
 - a. In a mentoring or an accountability relationship with the current Lead Pastor.
 - b. Committed to the vision and long-term success of the Church.
 - c. Affirmed by the Church Executive Team and Directors.
 - d. Esteemed as an Ephesians 4:11-12 Ministry Gift to the Church.
 - e. Affirm the Statement of Fundamental Beliefs of the Church and its Condensed Statement of Faith as contained in **Exhibit 1**.

- (2) Duties - The Overseers serve as an external source of support, wisdom, ministry, and encouragement to the Lead Pastor and overall leadership of the Church. They will be asked to serve in the following ways:
 - a. Provide personal mentoring and encouragement to the Lead Pastor.
 - b. Speak into the life of the Church through regular visits, consultations, and prayerful input.

- c. Provide a place of appeal and mediation regarding conflicts that are unresolved in the Church (specifically where the Lead Pastor is concerned).
 - d. Serve as the Search Team to identify a candidate to recommend as Lead Pastor if the current lead pastor is incapacitated or not in Good Standing.
 - e. Stand in support of the Church during moments of crisis and need.
- (3) Terms and Conditions - The Overseers shall be selected by the Lead Pastor and affirmed by the Executive Team and the Directors. They will serve in that capacity indefinitely and without term limitation.
- (4) Removal - At any time, an Overseer can be removed by recommendation of the Lead Pastor and the affirmation of a majority of the Directors.

6.6 - Executive Team

- (1) Qualifications - The Executive Team shall consist of no less than three and no more than ten persons. Members of the Executive Team may consist of paid staff or volunteers. The qualifications include:
- a. Theological agreement with the core beliefs and values of the Church.
 - b. Philosophical agreement with the vision of the Lead Pastor.
 - c. Participation in leadership, especially Campus Pastoring, at one of the Church locations.
 - d. Financial support through tithes and over and above giving.
 - e. Commitment to Church Membership Commitment.
 - f. A proven track record of wisdom and effective results-based leadership.
 - g. Affirm the Statement of Fundamental Beliefs of the Church and its Condensed Statement of Faith as contained in **Exhibit 1**.
- (2) Termination - A member of the Executive Team whose employment with the Church is terminated for any reason shall be automatically removed as a member of the Executive Team.
- (3) Duties - The Executive Team shall serve as the management team for the staff, strategic function and day-to-day ministry of the Church. The Executive Team is charged to assist the Lead Pastor with the spiritual care and visionary oversight of the Church. The Executive Team is chaired by the Lead Pastor. The Executive Team shall act on the applications for Membership, as well as the administration of discipline to Members.
- (4) Terms and Conditions - All the members of the Executive Team shall be appointed by the Lead Pastor and they shall serve at his pleasure and discretion. Members of the Executive Team have no term limits and can be appointed or removed at any time as needed. In the event that there are not enough qualified leaders to serve, the Lead Pastor shall occupy and fulfill all said functions.
- (5) Removal - A member of the Executive Team can be removed with or without cause at any time by action of the Lead Pastor.
- (6) Although not required, as a goal when practical, all campuses shall be represented on the Executive Team.

6.7 – Directors

- (1) Qualifications - The Directors shall consist of no less than three and no more than twelve persons. Directors must be people of mature Christian experience and knowledge, sound in faith and of good report, according to the scriptural standards of Acts 6 and I Timothy 3:8-13. A Director shall have been a Member of the Church a minimum of one year, unless Membership was granted by letter of transfer with high recommendation from his or her former Lead Pastor and/or church board. As a goal, when practical, at least one Director shall serve from each campus. In addition, the Director shall affirm the Statement of Fundamental Beliefs of the Church and its Condensed Statement of Faith as contained in **Exhibit 1**.
- (2) Duties - The Directors shall act in an advisory capacity to the Lead Pastor in regard to the strategic planning and ministry development of the Church. The Directors shall oversee and be responsible as fiduciaries for the corporation for the management of the Church. In the event the Church is temporarily without a Lead Pastor, or the Lead Pastor is unable to be present, the Directors shall ensure that the duties of the Lead Pastor are fulfilled.
- (3) Financial Affairs - The financial affairs of the Church shall be managed by the Directors, whose members shall have a fiduciary obligation to the Corporation including:
 - a. authorizing the acquisition, management and disposition of all property and physical facilities, having due respect for the corporate purpose, including the construction, renovation, and upkeep of the physical plant in accordance with local, state, and federal law;
 - b. creation or increase of any indebtedness, including incurring temporary debts in anticipation of the receipt of funds;
 - c. solicitation and acceptance of any gifts or grants;
 - d. adoption and approval of the annual budget submitted by the Lead Pastor;
 - e. authorization and acceptance of an annual audit by an independent certified public accountant;
 - f. fixing the salary or other compensation of the Lead Pastor;
 - g. authorizing an individual officer or agent of the Church to enter into a contract or execute or deliver an instrument in the name of and on behalf of the Church.
- (4) The Directors, in consultation with the Lead Pastor, are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of these assets at a time and for a consideration that the advisor deems appropriate. Directors shall have no personal liability for actions taken or omitted by the advisor if the Directors act in good faith and with ordinary care in selecting the advisor. The Directors may, in consultation with the Lead Pastor, remove or replace the advisor at any time, with or without cause.
- (5) Manner of Election - Directors shall be recommended by the Lead Pastor and Executive Team and affirmed by two-thirds vote of the Directors currently in office. Candidates recommended should meet the following qualifications.
 - a. Active in small group leadership and/or ministry.
 - b. Positive attitude.
 - c. Ability to keep confidence.
 - d. Active in tithing and giving.
 - e. Meets the Biblical characteristics of 1 Timothy 3 and Acts 6.

- f. Current signer of Membership commitment
- g. Active in attendance at one of our Church locations
- h. Provides some needed competency or expertise to assist the church in its function (the most important expertise being demonstrated wise family leadership as defined in 1 Timothy 3).

(6) Term of Office - The term of office for a Director shall be two years.

(7) Removal - In the event that a Director is not fulfilling the duties of his office, is not being effective, or is acting in a way that is immoral, unethical, or divisive, recommendation can be made by the Lead Pastor for his removal from office. Such action shall be ratified by a majority of the Directors present at any meeting of the Directors. Any steps of removal must follow the attitude and principles of Matthew 18:15-20.

(8) Corporate Seal - The Directors may provide for a corporate seal.

(9) Meetings, Attendance, Proxies, Written Agreement, and Quorum

- a. Regular meetings of the Directors may be held without notice if the time and place of such meetings are fixed by previous agreement of the Board.
- b. Special meetings of the Directors may be called by the Lead Pastor with notice sent via mail or electronic communication including e-mail and text. Notice via US Mail must be sent at least four days prior to the meeting and electronic notice given at least 24 hours prior to the scheduled meeting.
- c. Directors may participate fully, including voting and counting for quorum, in a Director meeting through conference calls or video calls.
- d. Voting by Proxy is prohibited.
- e. Any action required or permitted by the Directors may be taken without a meeting if all of the Directors, individually or collectively, consent in writing to the action. Such action by written consent shall be filed with the minutes of the proceeding of the Church by the Board Secretary.
- f. Quorum – A majority of the number of Directors currently in office shall constitute a quorum for the transaction of business at any meeting of the Directors.

(10) Committees and Advisory Teams – The Directors may, at their discretion, adopt a resolution establishing committees or task forces. These teams shall conform to rules established by the Directors and those contained in these Bylaws including conflicts of interest and resolution of disputes. These committees may include:

- a. Compensation Committee – Annually, the Directors may adopt a resolution establishing a Compensation Committee tasked with advising on the appropriate compensation and benefits for the Lead Pastor. The Lead Pastor shall not be the chairman or a voting member of the committee. At least two persons serving on the committee shall be Directors. The others may be appointed, by vote, of the Directors from among the Members of the Church. The committee may use third party compensation data to determine compensation recommendations for the Lead Pastor.
- b. Financial Task Force - Annually, the Directors may adopt a resolution establishing a Financial Task Force Committee tasked with advising the Directors on budget and financial-related matters of the corporation. The Treasurer shall chair the committee. The other members shall be appointed, by vote, of the Directors from among the Members of the Church.

6.8 – Officers

The Secretary and Treasurer serve in the following capacities for both the Directors and the Church:

(1) Secretary

- a. Qualifications - The Secretary shall:
 - i. Be a Director
 - ii. Be spiritually minded, of mature age and of sound business judgment.
 - iii. Be capable of recording the minutes of business sessions and of doing all correspondence necessary in the conduct of official Church business.
 - iv. Have the same spiritual qualifications as the other Directors.
- b. Duties - Oversee the keeping of records of all business meetings of the Church and the Board.
- c. Manner of Election - The Secretary shall be elected by members of the Directors by a majority vote of those present at the first meeting of the Directors in a new calendar year.
- d. Term of Office - The term of office shall be for a period of one year.

(2) Treasurer

- a. Qualifications - The Treasurer shall:
 - i. Be spiritually minded, of mature age and of sound business judgment.
 - ii. Be capable of doing the accounting required to maintain the books.
 - iii. Have the same spiritual qualifications as the other Directors. The Treasurer need not be a member of the Directors.
- b. Duties - The Treasurer shall:
 - i. Oversee the disbursement of all funds as authorized by the Directors.
 - ii. Participate in the presentation of an itemized financial report at the regular meetings of the Directors.
 - iii. Oversee the presentation of a summarized report to the Church at the regular business meetings.
- c. Manner of Election: The Treasurer shall be elected by the members of the Directors by a majority vote of those present at the first meeting of the Directors in a new calendar year.
- d. Term of Office: The term of office shall be for a period of one year.

6.9 – Fiscal Definitions

- (1) General - The Church, through its Directors, shall create and maintain such departments and sub-organizations as may be necessary and advisable for the extension of its financial work. All such departments and organizations shall be subordinate to the Church and shall contribute to the harmony and development of the whole. They shall be under the general supervision of the Lead Pastor and Directors.
- (2) Budget & Audits - The Lead Pastor and staff shall prepare, the Executive Team shall present, and the Directors shall approve annually a unified budget for the Church. Said unified budget shall include all monies received or expended by or for any and all departments of the Church. The Executive Team through the Directors shall conduct and arrange for the annual Audit or Review by an independent certified public accountant.

Article 7 - Indemnification

7.1 – 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 action by or in the right of the corporation) by reason of the fact that the person is or was a representative of the Church, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the action or proceeding, if such person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Church, and, with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interests of the Church, and, with respect to any criminal proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

7.2 – Mandatory Indemnification

To the extent that a representative of the Church has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Section 7.1 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 therewith.

7.3 – Supplementary Coverage

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Nonprofit Corporation Law of 1988, any other provision of law, the Articles of Incorporation or Bylaws or any agreement, vote of disinterested Directors or otherwise, both as to the action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a representative, and shall inure to the benefit of the heirs, executors and administrators of such a person.

7.4 – Changes in Pennsylvania Law

If there is any change of the Pennsylvania statutory provisions applicable to the Church relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits the Church to provide broader indemnification rights than the provisions permitted the Church to provide before the change.

ARTICLE 8 - CONFLICT OF INTEREST

In the event any Director has a conflict of interest that might properly limit his or her fair and impartial participation in Board deliberations or decisions, such Director shall inform the Board as to the circumstances of such conflict as further described in the Conflict of Interest Policy of the Church contained in **Exhibit 2**, attached hereto and incorporated by reference in its entirety. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any Director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

Article 9 – Discipline and Resolution of Disputes

9.1 – Discipline

We believe that God has given the leadership of the Church responsibility for the care and welfare both of the overall body and also for the individual soul. Our desire is to provide effective shepherd-like care for both, even in moments of discipline. The purpose of discipline is to protect the church-at-large and to promote repentance in the person involved. Discipline is redemptive, corrective, and protective in nature.

The Church reserves the right to exert discipline in matters of theological or ethical/moral indiscretion, including but not limited to, as they relate to every official Church function, event, or activity endorsed by the Church, including small group meetings, retreats, mission trips, weekend services and any other Church activity.

- (1) The Church will follow the disciplinary procedure set forth in Matthew 18:15- 20.
 - a. Private personal confrontation
 - b. Mediation involving one or two members of either the Executive Team or other designees of the Lead Pastor
 - c. Removal from Membership by action of the Executive Team
- (2) The Church will follow the disciplinary procedure set forth in Matthew 18:15- 20 and any Church Discipline and Restoration Policy adopted by the Church. This procedure consists generally of the following steps:
 - a. The Pastor or a designated leader of the Executive Team shall discuss the charges with the Member in an effort to resolve the matter privately.
 - b. If the first step does not resolve the matter, then the Member shall meet with at least two members of the Executive Team, in an effort to resolve the matter.
 - c. If not resolved, the Executive Team has the right and power to terminate his or her

Membership.

- d. Written notice of the charges shall be given to the Member to be disciplined at least ten (10) days prior to the termination of his or her Membership.
- e. The decision of a majority of the voting members of the Executive Team present at such a meeting shall be final and thus the Member found guilty of unrepentant and continuing sin may be dismissed from Membership in the Church (Matthew 18:17). However, lesser disciplinary sanctions may be imposed as appropriate, depending on the circumstances of each case.

(3) Dismissed Members may be restored to Membership by action of the Executive Team in the spirit of 2 Corinthians 2:7-8 and Galatians 6:1-2 when their attitude and lifestyle are judged to be again in accordance with the qualifications for Membership.

9.2 – Biblical Resolution of Disputes

In any dispute arising between or among Church leaders, pastors, or staff, the dispute may be resolved by the Directors according to the *Rules of Procedure for Christian Conciliation* of the Institute for Christian Conciliation, a division of Peacemaker Ministries (complete text of the Rules is available at www.HisPeace.org), or a similar Christian Dispute Resolution Organization. All employees of the Church shall be asked to sign policies or contracts with the Christian Dispute Resolution clause in it. A decision shall be reached after prayerful consideration, in a spirit of humility, with each Conciliator seeking that which most glorifies God and regarding one another before himself.

Any claim or dispute arising between or among Church leaders, pastors or staff and the Church and its Membership shall be settled by mediation and, if necessary, legally binding arbitration in accordance with the *Rules of Procedure for Christian Conciliation*. Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. Members, pastors and staff shall understand that these methods shall be the sole remedy for any controversy or claim arising within the Church or against the Church and expressly waive their right to file a lawsuit in any civil court against one another for such disputes, except to enforce an arbitration decision. In that case, judgment upon an arbitration award may be entered by any court having competent jurisdiction, in conformity with the state laws.

9.3 – Church Disruptions

Any person deemed by the Directors or Executive Team to be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the Church; pose a physical or psychological threat to any person or to the Church; be causing, about to cause, or capable of causing a disruption to the religious services or activities of the Church may be considered a trespasser on Church property. No Director, employee, volunteer, or Member shall incur any liability for acting in good faith in the interests of the Church pursuant to this section.

ARTICLE 10. Property Rights

10.1. - Real Property

All property of the Church, whether real or chattel, shall be deeded or titled in the name of the Church. No real property owned by the Church may be sold or alienated, which is valued at one-

hundred percent (100%) or more of the gross income of the prior 12 month period, unless first recommended by the Board of Directors and then authorized by a two-thirds (2/3) vote of the ballots cast at a Membership Meeting, excepting the granting of easements or right-of-ways, which the Board of Directors may authorize in its sole discretion.

10.2– Leases, Rents and Borrowing

- (1) **Payment Ceiling.** No money shall be borrowed or lease obligation incurred, which when combined with all present monthly debt service and lease payments will cause the total monthly debt service and lease payments to exceed thirty-two percent (32%) of the average monthly undesignated income of the most recent twelve (12) month period, unless first authorized by a two-thirds (2/3) vote of the ballots cast at any Membership Meeting. The undesignated income includes, but is not limited to, tithes, offerings, investment income and unrestricted gifts to the Church, but excludes income designated to a particular ministry or purpose that is considered a restricted gift or payment.
- (2) **Board of Directors Authorized.** If the money borrowed or lease obligation incurred, which when combined with all present monthly debt service and lease payments does not result in the total monthly debt service and lease payments to exceed thirty-two percent (32%) of the average monthly undesignated income of the most recent twelve (12) month period, then subject to the provisions of the foregoing Section 1. Real Property, the Board of Directors may authorize the debt.
- (3) **Manner of Acting.** The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or these Bylaws. The signature of the President and Secretary on behalf of the Church shall be conclusive proof of authorization by the Board of Directors.

Article 11 - Dissolution

Upon the dissolution of the Church, none of its funds or assets shall be distributed to any Pastor, Officer, Director, or any other individual. The Directors, after paying or making provision for the payment of all liabilities of the Church, shall dispose of all the funds and assets of the Church as directed by the Board of Directors to an organization operated exclusively for religious purposes with tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code.

The Board may, in its discretion, convey the same to the Pennsylvania-Delaware District Council of the Assemblies of God, for the purposes of the Church, provided that the said District Council at the time qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code.

These said funds shall be conveyed to the Pennsylvania-Delaware District of The Assemblies of God with the express intent and hope that they be reinvested in a church planting movement in the region of Pittsburgh, Pennsylvania.

In the event the Pennsylvania-Delaware District Council of the Assemblies of God is unable or unwilling to accept the transfer of all the property of this Church, then such property shall be

transferred to an organization operated exclusively for religious purposes with tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code whose purposes are nearest the purposes of The General Council of the Assemblies of God, which transfer shall be made by the appropriate court of the county in which this church is located.

EXHIBIT 1

Allison Park Church CONDENSED STATEMENT OF FAITH

Allison Park Church of the Assemblies of God, Inc. (Allison Park Church) adopts the following “Condensed Statement of Faith”:

- (1) Sovereignty of God. We believe in one God who is the Creator of all things. He is all-knowing and all-powerful. He is unconditionally loving, relentlessly merciful, and absolutely just. And He has revealed Himself as Father, Son, and Holy Spirit.
- (2) Jesus. We believe that Jesus Christ is fully human and fully God. He lived a sinless life. He died a substitutionary death on the cross. And He was raised from the dead on the third day.
- (3) Jesus is the Only Mediator. We believe that humankind is created in the image of God. We believe that all have sinned and fallen short of the glory of God. And we believe that unconditional love, unlimited forgiveness, and undying hope are found in Jesus Christ—the one and only mediator between God and man.
- (4) Bible. We believe that God is beyond human reason and imagination, but He has revealed Himself through His word. The Bible is our source of divine inspiration and timeless wisdom. We believe the Bible is inspired, authoritative, and infallible.
- (5) Holy Spirit. We believe that the Spirit of God indwells every believer. The fruits of the Spirit are the by-product of a spirit-filled life and evidence of spiritual maturity. The gifts of the Spirit should be earnestly sought and used to serve others and glorify God.
- (6) Church Ordinances. We believe and practice two primary New Testament Ordinances. First, Baptism by immersion in water is administered to all who profess faith in Christ. It is an outward declaration of the death, burial, and resurrection of Jesus and the new life that becomes ours as a result of faith in Him. Secondly, we regularly celebrate the Lord’s Supper (Communion) as taught in the Scriptures.
- (7) Christian Family. We believe the family is the first and most important classroom and training ground for society. We believe God’s best vision for the family is based on a marriage covenant between a man and a woman, which provides the child with the effective presence of both a father and a mother in his or her upbringing. The family provides the security, the heritage, and the perpetuation of morality without which no society can survive (Genesis 4:1-2; Ephesians 6:1-4).
- (8) Marriage. We believe God created marriage (Gen. 2:22). It is a covenant made between a man and a woman that makes them one (Gen 2:24). The marriage covenant requires the married parties to be faithful, loving, and helpful to each other as long as they both shall live

(Mark 10:3-10). Christians are not to marry unbelievers (2 Cor. 6:14-18). Those whom God has directed to be joined together shall, after counseling with the pastor concerning what God requires of them, be joined in Christian marriage (Malachi 2:13-16; Matthew 5:32; 19:5-6,9; Romans 7:2-3; I Corinthians 7:10-11, 15; II Corinthians 6:14; Ephesians 5:22-23)

Marriage is a union ordained by God. It was first instituted by God in the early chapters of Genesis, codified in the Levitical law, the Old Testament prophets compared it to a relationship between God and his people, examples of it are in the historical narratives, and, the scripture discusses the unique unity of this relationship. Jesus explained the original intention and core elements of marriage, and several New Testament Epistles give explicit instructions on this union. Marriage is a typology of Jesus Christ and the Church. As such, the Church views marriage as a profound spiritual institution established by God. We believe the term "marriage" has only one meaning, and that is marriage sanctioned by God which joins one man, and one woman in a single, exclusive union, as delineated in Scripture.

(9). Gender and Sexuality. *So God created man in his own image, in the image of God created him; male and female created he them* (Genesis 1:27).

This means that man and woman are two distinct genders willed by God their Creator in their respective beings, which reflect the image and nature of God. 'Being man' or 'being woman' is a reality that is good and willed by God. Therefore, to reject one's biological gender is to reject the work of the Creator and imply that God made a mistake. God does not make mistakes. (Romans 1:24-27, Job 42:1-3, Isaiah 55:8, 9).

As God's image bearers, man and woman have inalienable rights and ensuing responsibilities. Man and woman should be treated with dignity and respect. They should also lead lives worthy of the dignity of their unique gender. This is done by living chastely – a call all baptized Christians are called to follow. (Ephesians 5:3)

Due to the importance of marriage and sexual identity in the biblical witness and our belief that man is made in God's image, Allison Park Church adopts the following:

- Allison Park Church facilities, or properties may not be used by any individual, group, or organization that advocates, endorses, or promotes homosexuality or transgender life as an alternative or acceptable lifestyle. This policy applies to events including but not limited to: Birthday parties, Classes, Reunions, Anniversaries, Baby Showers, Weddings, and Renewal of Vows services held at the school facilities or camps or other school supervised activities.
- All employees and volunteers of Allison Park Church represent, by example to their congregants, the outworking of Christ's mandate to follow in His steps. Therefore, all employees and volunteers must agree to abide by this Condensed Statement of Faith and not advocate, endorse, or promote homosexuality or transgender life as an alternative or acceptable lifestyle.

(10). Church Order. Everything should be done in a fitting and orderly way (1 Corinthians 14:40).

I say then: Walk in the Spirit, and you shall not fulfill the lust of the flesh. For the flesh lusts against the Spirit, and the Spirit against the flesh; and these are contrary to one another, so that

you do not do the things that you wish. But if you are led by the Spirit, you are not under the law. Now the works of the flesh are evident, which are: adultery, fornication, uncleanness, lewdness, idolatry, witchcraft, hatred, discord, jealousy, fits of rage, selfish ambition, dissensions, factions and envy; drunkenness, orgies and the like. . . . But the fruit of the Spirit is love, joy, peace, patience, kindness, goodness, faithfulness, gentleness and self-control (Galatians 5: 16-23).

(11). Sanctity of Life. We believe that all matters of faith and conduct must be evaluated on the basis of the Holy Bible (the “Bible” and the “Scriptures”), which is our infallible guide. Since the Bible speaks directly to creation and human life, it is imperative that we correctly understand and articulate what the Bible teaches on these matters.

“All Scripture is God-breathed and is useful for teaching, rebuking, correcting and training in righteousness, so that the servant of God may be thoroughly equipped for every good work” (2 Timothy 3:16–17).

We believe that God created humankind in His image, though currently flawed by sin, and designed humanity to be stewards of all creation. God, in His infinite sovereignty, uniquely formed human beings and gave them a special dignity, personal freedom, and individual accountability above all the works of creation.

“God said, ‘Let us make mankind in our image, in our likeness, so that they may rule over the fish in the sea and the birds in the sky, over the livestock and all the wild animals, and over all the creatures that move along the ground’” (Genesis 1:26).

We believe that human life begins at conception and human beings have been made to be in relationship with God, who created each person’s inmost being, knit together in the mother’s womb. As God’s individual, personal creation, each person is awesomely and wonderfully made. God has planned and ordained all the days of every person’s life—even before a single day began.

“For you created my inmost being; you knit me together in my mother’s womb. I praise you because I am fearfully and wonderfully made; your works are wonderful; I know that full well Your eyes saw my unformed body; all the days ordained for me were written in your book before one of them came to be” (Psalm 139:13–14, 16).

EXHIBIT 2

ALLISON PARK CHURCH

CONFLICT OF INTEREST POLICY

ARTICLE I

PURPOSE

The charitable purpose and tax-exempt status of a nonprofit organization includes a duty to maintain the public trust. Further, it is the goal of Allison Park Church of the Assemblies of God, Inc. ("Corporation") to conduct its affairs with a commitment to honesty and integrity. This Conflict-of-Interest Policy ("Policy") is to promote the standards of the Corporation and to protect its interest when it is contemplating entering into a transaction or arrangement that might benefit (or be perceived to benefit) the private interest of an officer or director of the Corporation or certain other persons. Each officer, director, committee member and employee has a full-time responsibility to the Corporation and shall strive to avoid conflicts of interest. This policy encourages the avoidance of conflicts of interest and is to supplement but not replace any applicable Illinois or federal laws governing conflicts of interest pertinent to nonprofit and charitable organizations.

ARTICLE II

DEFINITIONS

(a) "Interested Person" means a Covered Person who may financially benefit from a transaction with the Corporation or who possesses a Financial Interest, as defined below.

(b) "Covered Person" includes any director, principal officer, member of a committee with governing board delegated powers, employee, and, as defined below, major donors, insiders, and close relatives.

(c) "Close Relatives" includes (a) a spouse, child (natural or adopted), parent and stepparent, in-laws (father, mother, brother and sister in-laws), grandchild, grandparent, brother or sister, or (b) any other person who shares living quarters or who is financially dependent upon a director, principal officer, member of a committee with governing board delegated powers, employee, major donors, or insiders.

(d) "Insiders" are persons who (a) are privy to any material information that is identified as confidential and proprietary, pertaining to the business and affairs of the Corporation, whether related to a specific transaction or to matters pertaining to the Corporation's interest, activities, and policies, and (b) by virtue of their involvement with the Corporation, could be placed in a conflict situation or could give the appearance of having the ability to unduly influence the Corporation. This could potentially include an independent contractor and former directors, officers, employees, and volunteers.

(e) "Major Donor" includes an individual, corporation, or foundation that makes a gift or pledge either in cash, appreciated securities, other assets or in land, easement, or bargain-sale value of Ten Thousand Dollars (\$10,000.00) or more at any one time or cumulatively within a five-year period prior to the occurrence of the conflict.

(f) "Related Party Transaction" means a transaction involving any corporation, partnership, trust, estate, joint venture, and unincorporated affiliation of any kind as well as public boards and commissions and not-for-profit organization in which a Covered Person, directly or indirectly :

(1) owns or controls 5.00 % or more of any voting security; or

(2) is a director, executive officer, executor, administrator, trustee, beneficiary, controlling partner, or otherwise serves in a fiduciary capacity or holds a substantial beneficial interest; or

(3) has legal or de facto power to control the election of a majority of directors; or

(4) has legal or de facto power to exercise a controlling influence over the management or policies.

(g) "Financial Interest" means the Covered Person possesses, directly or indirectly, through business, investment, family, or otherwise:

(1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(h) "Compensation" includes direct and indirect payments as well as material gifts or favors.

A Financial Interest or a Related Party Transaction is not necessarily a conflict of interest. A person who has a Financial Interest or any Related Party Transaction has a conflict of interest only if the appropriate governing board or committee of the Corporation decides that a conflict of interest exists.

ARTICLE III PROCEDURES

(a) Duty to Disclose. Interested Person must disclose the existence of a Financial Interest or Related Party Transaction and be given the opportunity to disclose all material facts to the Corporation's Board of Directors ("Board").

(b) Procedures for Addressing a Potential Related Party Transaction and a Conflict of Interest.

(1) Determination of a Conflict of Interest. Unless specifically addressed elsewhere in this Policy,

(a) An Interested Person may make a presentation at the Board's meeting, but after the presentation, he shall leave the meeting during the discussion of and the vote on the transaction involving the possible conflict of interest. The Board shall decide if a conflict of interest exists. A vote by a majority of the directors present, after the Interested Person leaves the Board meeting, determining that there is a conflict of interest shall be proof that such conflict of interest exists. For purposes of voting on a potential conflict of interest, if the Interested Person is a director, the director must excuse himself from any meeting while the Board discusses the proposed conflict of interest and must abstain from any vote regarding the proposed conflict of interest.

(b) If there is deemed to be no conflict of interest, the proposed transaction may commence.

(c) If there is deemed to be a conflict of interest:

(i) The Board shall exercise due diligence to investigate alternatives to the proposed transaction. The Board shall consider:

(a) the reasonableness of compensation arrangements and benefits, based on competent survey information and the result of arm's length bargaining; and

(b) whether the transaction conforms with the Corporation's written policies, reflects reasonable investments or payments for goods and services, furthers charitable purposes and does not result in inurement or impermissible private benefit.

If deemed appropriate by the Board, the president or chairman of the Board shall appoint a disinterested person or committee to perform the due diligence.

(ii) After completing the due diligence, the Board, excluding the Interested Person, shall determine whether the Corporation can reasonably obtain a more advantageous transaction for the Corporation from a person or entity that would not cause a conflict of interest.

(iii) If a more advantageous transaction is not reasonably possible under circumstances that would not produce a conflict of interest, the Board, excluding the Interested Person, shall determine by a majority vote of the disinterested directors whether the transaction is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable.

(a) If the transaction is in the Corporation's best interest, for its own benefit, and is fair and reasonable, the transaction may commence.

(b) If the transaction is not in the Corporation's best interest, for its own benefit, and is fair and reasonable, the transaction shall not commence and to the extent it has already commenced, the transaction will be deemed void and all costs paid by the Corporation shall be refunded by the Interested Party.

(c) Violations of the Conflicts of Interest Policy.

(1) If the Board has reasonable cause to believe an Interested Person has failed to disclose a Related Party Transaction or actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and shall provide the Interested Person with an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board, excluding the Interested Person, determines the Interested Person has failed to disclose a Related Party Transaction or an actual or possible conflict of interest, it shall take disciplinary and corrective action as deemed appropriate in light of the surrounding facts and circumstances.

ARTICLE IV RECORDS OF PROCEEDINGS

The minutes of the Board shall contain:

(a) the names of the persons who disclosed or were found to have a Financial Interest or Related Party Transaction in connection with an actual or possible conflict of interest,

- (b) the nature of the Related Party Transaction or Financial Interest,
- (c) any action taken to determine whether a conflict of interest was present,
- (d) the Board's determination on whether a conflict of interest in fact existed,
- (e) the names of the persons who were present for discussions and votes relating to the transaction,
- (f) the content of the discussion, including any alternatives to the proposed transaction, and
- (g) a record of any votes taken in connection with the proceedings.

ARTICLE V COMPENSATION

The Corporation may reasonably compensate Covered Persons with for services used to carry out the Corporation's charitable purposes. In determining compensation for directors or officers the Board shall adhere to the following guidelines:

(a) A director or officer who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that director or officer's compensation.

(b) A director or officer on any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that director or officer's compensation.

(c) No director or officer whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee or the Board regarding compensation.

ARTICLE VI ANNUAL STATEMENTS

Each director and officer shall annually sign a statement which affirms that such person:

- (a) Has received a copy of the Conflicts of Interest Policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands that the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board shall conduct periodic reviews of all Related Party Transactions.

ARTICLE VIII
USE OF OUTSIDE ADVISORS

When conducting the periodic reviews, the Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.